

**RIVERBEND ESTATES METROPOLITAN DISTRICT NO. 2
TOWN OF JOHNSTOWN, COLORADO
ANNUAL REPORT FOR CALENDAR YEAR 2022**

The following information and documents (attached as exhibits) are provided for the calendar/report year 2022 pursuant to Section VII(b) of the Service Plan for Riverbend Estates Metropolitan District No. 2 (collectively, the “**District**”) approved by the Town Council of the Town of Johnstown (the “**Town**”) and filed with the District Court and the Town Clerk. Unless otherwise defined herein, all capitalized terms used herein shall have the meanings given to such terms in the Service Plan for the District.

Reporting of Significant Events

1. Narrative of the District’s progress in implementing the Service Plan and a summary of the development in the Project.

The District was formed in November of 2021 and no progress was made by the District during 2022 in implementing the Service Plan. No facilities have been constructed and no services are yet provided; the area within the District remains undeveloped.

2. Boundary changes made or proposed.

During the report year of 2022, the District boundaries did not change.

3. Intergovernmental agreements proposed, entered into or termination.

See attached Exhibit A. During the report year, the District entered into an Intergovernmental Agreement regarding Debt Allocation by and among the District, Riverbend Estates Metropolitan District No. 1 (“**District No. 1**”) and Riverbend Estates Metropolitan District No. 3 (“**District No. 3**”).

During the report year of 2022, the District did not propose or terminate any Intergovernmental Agreements.

4. Access information to obtain a copy of the Rules and Regulations:

As of December 31, 2022, the District has not adopted rules and regulations.

5. A summary of any litigation involving the District.

During the report year of 2022, the District was not involved in any litigation.

6. Proposed plans for the year immediately following the report year.

The owner of the real property, Riverbend Estates Partners, LLC (the “**LLC**”) within the District is working with a potential buyer/builder to determine what the first phase of development may be. The LLC and potential builder are working on addressing the infrastructure plans in accordance with approved plans of the Town, pending any additions or modifications to

fit their desired site/development objectives and will bring any modifications to the Town for its approval.

7. Construction contracts executed and the name of the contractors as well as the principal of each contractor.

During the report year of 2022, the District did not enter into any construction contracts.

8. Status of the District's Public Improvement construction schedule and the improvement schedule for the following five years.

The LLC intends to continue to develop the project in accordance with approved plans with the Town, subject to any modifications for potential builders/buyers.

9. Notice of any uncured defaults.

During the report year of 2022, the District had no uncured defaults.

10. A list of all Public Improvements constructed by the District that have been dedicated to and accepted by the Town.

During the report year of 2022, the District did not dedicate any public improvements to the Town.

11. If requested by the Town, copies of minutes of all meetings of the District's Board of directors.

During the report year of 2022, the Town did not request copies of the meeting minutes.

12. The name, business address and telephone number of each member of the Board and its chief administrative officer and general counsel and the date, place and time of the regular meetings of the Board.

See attached Exhibit B.

13. Certification from the Boards that the District is in compliance with all provisions of the Service Plan.

See attached Exhibit C.

14. Copies of any Agreements with the Developer entered into in the report year.

No Agreements were entered into in the report year.

15. Copies of any Cost Verification Reports provided to the District in the report year.

During the report year of 2022, the District did not receive any cost verification reports.

Summary of Financial Information

1. Assessed value of Taxable Property within the District's boundaries.

The District's assessed valuation for fiscal year 2022 is \$2,659,260.

2. Total acreage of property within the District's boundaries.

The District consists of approximately 57.231 acres.

3. Most recently filed audited financial statements of the District, to the extent audit financial statements are required by state law or most recently filed audit exemption.

See attached Exhibit D.

4. Annual budget of the District.

See attached Exhibit E.

5. Resolutions regarding issuance of Debt or other financial obligations, including relevant financing documents, credit agreements, and official statements.

During the report year of 2022, the District did not execute any resolutions regarding the issuance of debt or other financial obligations. The District executed an Intergovernmental Agreement regarding Debt Allocation by and among the District, District No. 1 and District No. 3.

6. Outstanding Debt (stated separately for each class of Debt).

Not applicable.

7. Outstanding Debt service (stated separately for each class of Debt).

Not applicable.

8. The District's tax revenue.

The District did not collect tax revenue in fiscal year 2022.

9. Other revenues of the District.

The District did not collect other revenue in fiscal year 2022.

10. The District's Public improvements expenditures.

\$0.00

11. The District's other expenditures.

\$0.00

12. The District's inability to pay any financial obligations as they come due.

Not applicable.

13. The amount and terms of any new Debt issued.

Not applicable.

14. Any Developer debt.

Not applicable.

EXHIBIT A
INTERGOVERNMENTAL AGREEMENT

INTERGOVERNMENTAL AGREEMENT REGARDING DEBT ALLOCATION

THIS INTERGOVERNMENTAL AGREEMENT REGARDING DEBT ALLOCATION is made by and among **RIVERBEND ESTATES METROPOLITAN DISTRICT NO. 1** (“**District 1**”), **RIVERBEND ESTATES METROPOLITAN DISTRICT NO. 2** (“**District 2**”), and **RIVERBEND ESTATES METROPOLITAN DISTRICT NO. 3** (“**District 3**”), each a quasi-municipal limited liability company and political subdivision of the State of Colorado (the “**State**”). Each of District 1, District 2 and District 3 are referred to herein as a “**District**” or collectively as the “**Districts**” and may also be referred to herein as a “**Party**” and collectively, the “**Parties**.”

RECITALS

A. The Districts are duly and regularly created, established, organized and existing metropolitan districts located in the Town of Johnstown (the “**Town**”), existing as such under and pursuant to the Constitution and laws of the State.

B. The Districts were organized under a multiple district structure and operate pursuant to a Consolidated Service Plan approved by the Town Council for the Town by Resolution No. 2021-32 on September 20, 2021 (as it may be amended from time to time, the “**Service Plan**”) for the purpose of providing certain parameters for the financing, development and administration of certain public facilities, improvements and appurtenances within the collective service area of the Districts (the “**Service Area**”).

C. The Districts were duly and validly created as quasi-municipal corporations and political subdivisions of the State of Colorado, by order of the District Court for Weld County, Colorado and in accordance with the Special District Control Act, Article 1, Title 32 of the Colorado Revised Statutes (the “**Act**”), and after approval of the eligible electors of each of the individual Districts at a special election held on November 2, 2021, for the purpose of assisting in the financing and development of the area generally located southwest of the intersection of Weld County Road 46 and Weld County Road 17, in the Town of Johnstown, Weld County, Colorado.

D. Pursuant to the Service Plan, the Districts are responsible for the provision, financing, construction, operation and maintenance of public infrastructure (“**Public Improvements**”) within the Service Area.

E. The Service Plan establishes a combined total aggregate debt limitation for all of the Districts in the aggregate principal amount of \$25,075,000 (as defined in the Service Plan, the “**Maximum Debt Authorization**”).

F. The Service Plan discloses and establishes the necessity for, and desirability of, one or more intergovernmental agreements among the Districts concerning the financing, construction, operations and maintenance of the Public Improvements.

G. Each of the Districts will be responsible for providing and financing Public Improvements to serve the property within their respective boundaries.

H. The Parties desire to enter into this Agreement to allocate the Maximum Debt Authorization among the Districts.

I. Pursuant to Colorado Constitution Article XIV, Section 18(2)(a) and Section 29-1-203, C.R.S., the Parties may cooperate and contract with each other to provide any function, service or facility lawfully authorized by such governments.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

AGREEMENT

1. **Recitals.** The Recitals contained above are hereby incorporated herein.

2. **Debt Allocation.** The Districts acknowledge and agree that pursuant to the Service Plan, the Districts are limited in their aggregate authority to issue Debt (as such term is defined in the Service Plan) in the Maximum Debt Authorization . The Districts agree, based upon current development projections, the Maximum Debt Authorization be allocated as among the Districts, so that each District has the authority to issue Debt under the Service Plan for Public Improvements up to the following maximum amounts (collectively, the “**Authorization Allocation**”):

<u>District</u>	<u>Authorization Allocation</u>
District 2	\$8,358,000
Districts 1 and 3 (combined)	\$16,717,000

Notwithstanding the foregoing, any one or more of Districts may reallocate their Authorization Allocation among themselves upon written agreement executed by and among the reallocating districts (a “**Reallocation Agreement**”), provided such reallocation shall not exceed the Maximum Debt Authorization and shall not reduce the Authorization Allocation of any other District which is not a party to such Reallocation Agreement.

3. **Notices.** Any notice required or permitted by this Agreement shall be in writing and shall be deemed to have been sufficiently given for all purposes if sent by certified mail or registered mail, postage and fees prepaid, addressed to the Party to whom such notice is to be given, at the address set forth below, or at such other address as has been previously furnished in writing, to the other Party. Such notice shall be deemed to have been given when deposited in the United States mail.

To District No. 1 and No. 3: Riverbend Estates Metropolitan District Nos. 1/3
c/o Pinnacle Consulting Group, Inc.
550 W. Eisenhower Blvd.
Loveland, CO 80537
Fax: (970) 669-3612

With a copy to: Spencer Fane, LLP
c/o David S. O'Leary, Esq.
1700 Lincoln Street, Suite 2000
Denver, Colorado 80203
Fax: (303) 839-3838

And a copy to: Riverbend Development Co., LLC
c/o George L. Seward
505 A East 8th Ave.
Yuma, CO 80759

To District No. 2: Riverbend Estates Metropolitan District No. 2
c/o _[TBD]_____

With a copy to: Cockrel Ela Glesne Greher & Ruhland, P.C.
c/o David Greher, Esq.
44 Cook Street, Suite 620
Denver, Colorado 80206
Phone: (303) 218-7201
dgreher@cegrlaw.com

And a copy to: Riverbend Estates Partners, LLC
c/o Lee Lowrey
4040 MacArthur Blvd., Suite 250
Newport Beach, CA 92660
Telephone: 949-566-8164
Email: lmlowrey@arborcapitalpartners.com

And a copy to: Massey, Mitchell & Kelly, PLLC
Attn: Andrew S. Priebe
125 S. Howes St., Suite 1100
Fort Collins, CO 80521
Telephone: 970-482-5058
Email: Andrew@VMMMLaw.com

4. **Governmental Immunity.** Nothing herein shall be construed as a waiver of the rights and privileges of the Districts pursuant to the Colorado Governmental Immunity Act, Title 24, Article 10, C.R.S., as amended from time to time.

5. **Further Assurances and Additional Documents.** The Parties agree to execute any additional documents or take any additional action that is necessary to carry out the intent of this Agreement. To the extent necessary, any approvals of District 1 and District 3 shall be provided to allow District No. 2 to issue its own Debt, bonds or repayment obligations unencumbered by and without the need for further approval of District 1 or District 3 or any holders of such Districts' Debt.

6. **Colorado Law.** The laws of the State of Colorado shall govern this Agreement. Venue for any action hereunder shall be in the District Court, Weld County, State of Colorado, and the Parties waive any right to remove any action to any other court, whether state or federal.

7. **Separate Entities.** The Parties enter into this Agreement as separate, independent governmental entities and shall maintain such status throughout.

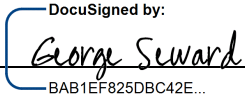
8. **Entirety.** This Agreement merges and supersedes all prior negotiations, representations and agreements between the Parties hereto relating to the subject matter hereof and constitutes the entire agreement between the Parties concerning the subject matter hereof.

9. **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall constitute an original and all of which shall constitute one and the same document.

10. **Amendments.** With the exception of a Reallocation Agreement as set forth in Section 2 hereof (which may be executed by two Districts to the extent that the rights of the third District are not impaired), this Agreement may be amended, in whole or in part, only by written instrument executed by all Parties.

IN WITNESS WHEREOF, this Agreement is executed by the Parties hereto as of the date first written above.

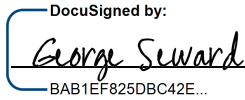
RIVERBEND ESTATES METROPOLITAN DISTRICT NO. 1

By:  _____
BAB1EF825DBC42E...

Attest:

Secretary

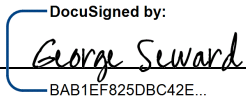
RIVERBEND ESTATES METROPOLITAN DISTRICT NO. 2

By:  _____
BAB1EF825DBC42E...

Attest:

Secretary

RIVERBEND ESTATES METROPOLITAN DISTRICT NO. 3

By:  _____
BAB1EF825DBC42E...

Attest:

Secretary

EXHIBIT B

DISTRICT CONTACT INFORMATION

Board of Directors:

Don Guerra, President
619 12th Street, #31
Golden, Colorado 80402
(303) 905-3496
don.guerra@landassetstrategies.com

Marvin Davis, Vice President
(303) 478-0623
mdaviswvlc@aol.com

Leslie Brown, Secretary/Treasurer
2840 Fairfax Street, Suite 211
Denver, Colorado 80207
(970) 389-4555
leslie@coloradocraftbrokers.com

Vacancy

Vacancy

General Counsel:

David A. Greher, Esq.
Cockrel Ela Glesne Greher and Ruhland, P.C.
44 Cook Street, Suite 620
Denver, CO 80206
(303) 218-7200
dgreher@cegmlaw.com

District Manager:

Shannon McEvoy
Pinnacle Consulting Group, Inc.
550 W. Eisenhower Boulevard
Loveland, Colorado 80537
(970) 669-9611
shannonm@pcgi.com

Meeting Dates, Time and Place:

The Board will schedule special meetings as needed. The meetings will be held electronically unless otherwise specified.

EXHIBIT C
CERTIFICATION

The Board of Directors of Riverbend Estates Metropolitan District No. 2, hereby certifies that no action, event or condition enumerated in the Town of Johnstown Land Use Code as set forth below occurred during the 2022 report year.

1. Default in the payment of principal or interest of any District bonds, notes, certificates, debentures, contracts or other evidences of indebtedness or borrowing issued or incurred by the District which:
 - (a) Persists for a period of one hundred twenty (120) days or more;
 - (b) The defaulted payment aggregates either fifty thousand dollars (\$50,000.00) or ten percent (10%) of the outstanding balance of the indebtedness, whichever is less; and
 - (c) The creditors have not agreed in writing with the District to forbear from pursuit of legal remedies.
2. The failure of the District to develop, cause to be developed or consent to the development by others of any capital facility proposed in its Service Plan when necessary to service approved development within the District.
3. The occurrence of any event or condition which is defined under the Service Plan or Intergovernmental Agreement as necessitating a Service Plan amendment.
4. The material default by the District under any Intergovernmental Agreement with the Town.
5. Any of the events or conditions enumerated in Section 32-1-207(2), C.R.S., as amended. (Ord. 791, 2005; Ord. 846, 2006).

IN WITNESS WHEREOF, I, Don Guerra, President of the Riverbend Estates Metropolitan District No. 2 in Weld County, Colorado, certify the above information effective as of the ___ day of July, 2023.

RIVERBEND ESTATES
METROPOLITAN DISTRICT NO. 2

By: 

Don Guerra, President

EXHIBIT D
2022 APPLICATION FOR AUDIT EXEMPTION

APPLICATION FOR EXEMPTION FROM AUDIT

SHORT FORM

NAME OF GOVERNMENT
ADDRESS

Riverbend Estates Metropolitan District No. 2
c/o Pinnacle Consulting Group, Inc.
550 W Eisenhower Blvd
Loveland, CO 80537
Amanda Castle
(970) 669-3611
amandac@pcgi.com

For the Year Ended
12/31/22
or fiscal year ended:

CONTACT PERSON
PHONE
EMAIL

PART 1 - CERTIFICATION OF PREPARER

I certify that I am skilled in governmental accounting and that the information in the application is complete and accurate, to the best of my knowledge.

NAME:
TITLE
FIRM NAME (if applicable)
ADDRESS
PHONE
DATE PREPARED

Amanda Castle
District Accountant
Pinnacle Consulting Group, Inc.
550 W. Eisenhower Blvd, Loveland, CO 80537
(970)669-3611
2/28/2023

PREPARER (SIGNATURE REQUIRED)

Amanda Castle

Please indicate whether the following financial information is recorded using Governmental or Proprietary fund types	GOVERNMENTAL <small>(MODIFIED ACCRUAL BASIS)</small>	PROPRIETARY <small>(CASH OR BUDGETARY BASIS)</small>
	<input checked="" type="checkbox"/>	<input type="checkbox"/>

PART 2 - REVENUE

REVENUE: All revenues for all funds must be reflected in this section, including proceeds from the sale of the government's land, building, and equipment, and proceeds from debt or lease transactions. Financial information will not include fund equity information.

Line#	Description	Round to nearest Dollar	
2-1	Taxes: Property (report mills levied in Question 10-6)	\$ -	Please use this space to provide any necessary explanations
2-2	Specific ownership	\$ -	
2-3	Sales and use	\$ -	
2-4	Other (specify):	\$ -	
2-5	Licenses and permits	\$ -	
2-6	Intergovernmental: Grants	\$ -	
2-7	Conservation Trust Funds (Lottery)	\$ -	
2-8	Highway Users Tax Funds (HUTF)	\$ -	
2-9	Other (specify):	\$ -	
2-10	Charges for services	\$ -	
2-11	Fines and forfeits	\$ -	
2-12	Special assessments	\$ -	
2-13	Investment income	\$ -	
2-14	Charges for utility services	\$ -	
2-15	Debt proceeds (should agree with line 4-4, column 2)	\$ -	
2-16	Lease proceeds	\$ -	
2-17	Developer Advances received (should agree with line 4-4)	\$ -	
2-18	Proceeds from sale of capital assets	\$ -	
2-19	Fire and police pension	\$ -	
2-20	Donations	\$ -	
2-21	Other (specify):	\$ -	
2-22		\$ -	
2-23		\$ -	
2-24	(add lines 2-1 through 2-23) TOTAL REVENUE	\$ -	

PART 3 - EXPENDITURES/EXPENSES

EXPENDITURES: All expenditures for all funds must be reflected in this section, including the purchase of capital assets and principal and interest payments on long-term debt. Financial information will not include fund equity information.

Line#	Description	Round to nearest Dollar	
3-1	Administrative	\$ -	Please use this space to provide any necessary explanations
3-2	Salaries	\$ -	
3-3	Payroll taxes	\$ -	
3-4	Contract services	\$ -	
3-5	Employee benefits	\$ -	
3-6	Insurance	\$ -	
3-7	Accounting and legal fees	\$ -	
3-8	Repair and maintenance	\$ -	
3-9	Supplies	\$ -	
3-10	Utilities and telephone	\$ -	
3-11	Fire/Police	\$ -	
3-12	Streets and highways	\$ -	
3-13	Public health	\$ -	
3-14	Capital outlay	\$ -	
3-15	Utility operations	\$ -	
3-16	Culture and recreation	\$ -	
3-17	Debt service principal (should agree with Part 4)	\$ -	
3-18	Debt service interest	\$ -	
3-19	Repayment of Developer Advance Principal (should agree with line 4-4)	\$ -	
3-20	Repayment of Developer Advance Interest	\$ -	
3-21	Contribution to pension plan (should agree to line 7-2)	\$ -	
3-22	Contribution to Fire & Police Pension Assoc. (should agree to line 7-2)	\$ -	
3-23	Other (specify):	\$ -	
3-24		\$ -	
3-25		\$ -	
3-26	(add lines 3-1 through 3-24) TOTAL EXPENDITURES/EXPENSES	\$ -	

If TOTAL REVENUE (Line 2-24) or TOTAL EXPENDITURES (Line 3-26) are GREATER than \$100,000 - **STOP**. You may not use this form. Please use the "Application for Exemption from Audit - LONG FORM".

PART 4 - DEBT OUTSTANDING, ISSUED, AND RETIRED

Please answer the following questions by marking the appropriate boxes.

- | | | | |
|-----|---|--------------------------|-------------------------------------|
| | | Yes | No |
| 4-1 | Does the entity have outstanding debt?
If Yes, please attach a copy of the entity's Debt Repayment Schedule. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4-2 | Is the debt repayment schedule attached? If no, MUST explain: | <input type="checkbox"/> | <input type="checkbox"/> |

- | | | | |
|-----|--|--------------------------|--------------------------|
| | | Yes | No |
| 4-3 | Is the entity current in its debt service payments? If no, MUST explain: | <input type="checkbox"/> | <input type="checkbox"/> |

Please complete the following debt schedule, if applicable: (please only include principal amounts)(enter all amount as positive numbers).	Outstanding at end of prior year*	Issued during year	Retired during year	Outstanding at year-end
General obligation bonds	\$ -	\$ -	\$ -	\$ -
Revenue bonds	\$ -	\$ -	\$ -	\$ -
Notes/Loans	\$ -	\$ -	\$ -	\$ -
Lease Liabilities	\$ -	\$ -	\$ -	\$ -
Developer Advances	\$ -	\$ -	\$ -	\$ -
Other (specify):	\$ -	\$ -	\$ -	\$ -
TOTAL	\$ -	\$ -	\$ -	\$ -

*must tie to prior year ending balance

Please answer the following questions by marking the appropriate boxes.

- | | | | |
|---------|---|-------------------------------------|-------------------------------------|
| | | Yes | No |
| 4-5 | Does the entity have any authorized, but unissued, debt? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| If yes: | How much? \$ 25,075,000.00 | | |
| | Date the debt was authorized: 11/17/2021 | | |
| 4-6 | Does the entity intend to issue debt within the next calendar year? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If yes: | How much? \$ - | | |
| 4-7 | Does the entity have debt that has been refinanced that it is still responsible for? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If yes: | What is the amount outstanding? \$ - | | |
| 4-8 | Does the entity have any lease agreements? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If yes: | What is being leased? | | |
| | What is the original date of the lease? | | |
| | Number of years of lease? | | |
| | Is the lease subject to annual appropriation? | <input type="checkbox"/> | <input type="checkbox"/> |
| | What are the annual lease payments? \$ - | | |

Please use this space to provide any explanations or comments:

PART 5 - CASH AND INVESTMENTS

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

	Amount	Total
5-1 YEAR-END Total of ALL Checking and Savings Accounts	\$ -	
5-2 Certificates of deposit	\$ -	
Total Cash Deposits		\$ -
Investments (if investment is a mutual fund, please list underlying investments):		
	\$ -	
	\$ -	
	\$ -	
	\$ -	
Total Investments		\$ -
Total Cash and Investments		\$ -

Please answer the following questions by marking in the appropriate boxes

- | | | | | |
|-----|---|--------------------------|--------------------------|-------------------------------------|
| | | Yes | No | N/A |
| 5-4 | Are the entity's Investments legal in accordance with Section 24-75-601, et. seq., C.R.S.? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5-5 | Are the entity's deposits in an eligible (Public Deposit Protection Act) public depository (Section 11-10.5-101, et seq. C.R.S.)? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

If no, MUST use this space to provide any explanations:

PART 6 - CAPITAL AND RIGHT-TO-USE ASSETS

Please answer the following questions by marking in the appropriate boxes.

Yes No

- 6-1 Does the entity have capital assets? Yes No
- 6-2 Has the entity performed an annual inventory of capital assets in accordance with Section 29-1-506, C.R.S.,? If no, MUST explain: Yes No

6-3 Complete the following capital & right-to-use assets table:

	Balance - beginning of the year*	Additions (Must be included in Part 3)	Deletions	Year-End Balance
Land	\$ -	\$ -	\$ -	\$ -
Buildings	\$ -	\$ -	\$ -	\$ -
Machinery and equipment	\$ -	\$ -	\$ -	\$ -
Furniture and fixtures	\$ -	\$ -	\$ -	\$ -
Infrastructure	\$ -	\$ -	\$ -	\$ -
Construction In Progress (CIP)	\$ -	\$ -	\$ -	\$ -
Leased Right-to-Use Assets	\$ -	\$ -	\$ -	\$ -
Other (explain):	\$ -	\$ -	\$ -	\$ -
Accumulated Depreciation/Amortization (Please enter a negative, or credit, balance)	\$ -	\$ -	\$ -	\$ -
TOTAL	\$ -	\$ -	\$ -	\$ -

Please use this space to provide any explanations or comments:

PART 7 - PENSION INFORMATION

Please answer the following questions by marking in the appropriate boxes.

Yes No

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

Indicate the contributions from:

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

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

	\$ -
--	------

Please use this space to provide any explanations or comments:

PART 8 - BUDGET INFORMATION

Please answer the following questions by marking in the appropriate boxes.

Yes No N/A

- 8-1 Did the entity file a budget with the Department of Local Affairs for the current year in accordance with Section 29-1-113 C.R.S.? Yes No N/A
-
- 8-2 Did the entity pass an appropriations resolution, in accordance with Section 29-1-108 C.R.S.? If no, MUST explain: Yes No N/A

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

Governmental/Proprietary Fund Name	Total Appropriations By Fund
General Fund	\$ 1,000

PART 9 - TAXPAYER'S BILL OF RIGHTS (TABOR)

Please answer the following question by marking in the appropriate box

Yes

No

9-1 Is the entity in compliance with all the provisions of TABOR [State Constitution, Article X, Section 20(5)]?

Note: An election to exempt the government from the spending limitations of TABOR does not exempt the government from the 3 percent emergency reserve requirement. All governments should determine if they meet this requirement of TABOR.

If no, MUST explain:

PART 10 - GENERAL INFORMATION

Please answer the following questions by marking in the appropriate boxes.

Yes

No

10-1 Is this application for a newly formed governmental entity?

If yes: Date of formation:

10-2 Has the entity changed its name in the past or current year?

If yes: Please list the NEW name & PRIOR name:

10-3 Is the entity a metropolitan district?

Please indicate what services the entity provides:

Streets, Water, Stormwater, Sanitary, Landscaping, Trail, Amenities

10-4 Does the entity have an agreement with another government to provide services?

If yes: List the name of the other governmental entity and the services provided:

Provides all services to Riverbend Estates Metro Districts No. 1

10-5 Has the district filed a *Title 32, Article 1 Special District Notice of Inactive Status* during

If yes: Date Filed:

10-6 Does the entity have a certified Mill Levy?

If yes: Please provide the following mills levied for the year reported (do not report \$ amounts):

Bond Redemption mills	-
General/Other mills	-
Total mills	-

	-
	-
	-

Please use this space to provide any explanations or comments:

PART 11 - GOVERNING BODY APPROVAL

Please answer the following question by marking in the appropriate box		YES	NO
12-1	If you plan to submit this form electronically, have you read the new Electronic Signature Policy?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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

Policy - Requirements

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

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

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

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

Print the names of ALL members of current governing body below. Print Board Member's Name		A MAJORITY of the members of the governing body must complete and sign in the column below.
Board Member 1	Leslie Brown	I <u>Leslie Brown</u> , attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed <u>Leslie Brown</u> Date: <u>3/10/2023 15:58:00 EST</u> My term Expires: <u>May 2023</u>
Board Member 2	Marvin Davis	I <u>Marvin Davis</u> , attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed <u>Marvin Davis</u> Date: <u>3/10/2023 13:05:55 PST</u> My term Expires: <u>May 2023</u>
Board Member 3	Donald Guerra	I <u>Donald Guerra</u> , attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: <u>May 2024</u>
Board Member 4		I _____, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: <u>May 2024</u>
Board Member 5		I <u>Marvin Davis</u> , attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: <u>May 2024</u>
Board Member 6		I _____, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: _____
Board Member 7		I _____, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: _____

EXHIBIT E
2022 BUDGET



Management Budget Report

BOARD OF DIRECTORS
RIVER BEND METROPOLITAN DISTRICT NO. 2

We have presented the accompanying forecasted budget of revenues, expenditures and fund balances for the year ending December 31, 2022, including the comparative information of the forecasted estimate for the year ending December 31, 2021 and the actual historic information for the year 2020.

These financial statements are designed for management purposes and are intended for those who are knowledgeable about these matters. We 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. Substantially all 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 results of operations for the forecasted periods.

A handwritten signature in black ink that reads "Amanda Kae Costa". The signature is written in a cursive, flowing style.

Pinnacle Consulting Group, Inc.
January 28, 2022

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RIVER BEND METROPOLITAN DISTRICT NO. 2					1/28/2022
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS					
December 31, 2020 Actual, 2021 Projected Budget and Actual					
2022 Adopted Budget					
Modified Accrual Budgetary Basis					
DISTRICT NO. 2	2020	2021	2021	2022	
GENERAL FUND	Unaudited	Adopted	Projected	Adopted	
Revenues	Actual	Budget	Budget	Budget	
Property Taxes	\$ -	\$ -	\$ -	\$ -	
Specific Ownership Taxes	-	-	-	-	
Interest & Other	-	1,000	1,000	1,000	
Total Revenues	\$ -	\$ 1,000	\$ 1,000	\$ 1,000	
Expenditures					
Payment for Services to No. 1 - O&M	\$ -	\$ -	\$ -	\$ -	
Payment for Services to No. 1 - Debt	-	-	-	-	
Treasurer's Fees	-	-	-	-	
Contingency	-	1,000	1,000	1,000	
Total Operating Expenditures	\$ -	\$ 1,000	\$ 1,000	\$ 1,000	
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	
Beginning Fund Balance	-	-	-	-	
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	

RIVER BEND METROPOLITAN DISTRICT NO. 2
2022 BUDGET MESSAGE

River Bend Metropolitan District No. 2 is a quasi-municipal corporation organized and operated pursuant to provisions set forth in the Colorado Special District Act. The District was formed in 2021 and was established as part of a “Multiple District Structure” for the River Bend development located in the Town of Johnstown, Colorado. Along with its companion District No. 1 (“Service District”), this District was organized to provide for the planning, design, acquisition, construction, installation, and financing of Public Improvements for the use and benefit of all anticipated inhabitants and taxpayers of the Districts.

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 2022 budget, the following goals are foremost for the District:

- To provide the level of services desired by the constituents of the District in the most economic manner possible.

General Fund

Revenue

The District budgeted interest and other income of \$1,000.

Expenses

The District has budgeted contingency of \$1,000.

Fund Balance/Reserves

The fund balance for the District is budgeted at \$0 as District No. 1 holds all TABOR reserves.