MINUTES OF THE REGULAR MEETING OF

PARK CREEK METROPOLITAN DISTRICT

HELD OCTOBER 24, 2024

The regular meeting of the Board of Directors ("Board") of the Park Creek Metropolitan District ("Park Creek" or "District") was held on Thursday, October 24, 2024, at 9:00 a.m., at the MCA – Cube, 8371 Northfield Boulevard, Denver, Colorado, and virtually via Zoom. Links and call-in information were provided.

ATTENDANCE

Directors in attendance:

Rus Heise, Acting Chair King H. Harris, via Zoom

Jim Chrisman

Brian Fennelly

Andrew Bartlett, via Zoom

Director absent:

Shalise Hudley, whose absence was excused

Also in attendance:

Tammi Holloway of Stapleton Development Corp.

Jan Bevier of Stapleton Development Corp.

Diane Wheeler of Simmons & Wheeler, via Zoom

Barbara Neal, Public Art Consultant

Gary Truesdale of Brookfield Properties Development

Sarah French of Brookfield Properties Development

Keven Burnett of MCA

Jack Seward, Ex Officio Board Member from Westerly Creek

Metropolitan District ("Westerly Creek")

Matt Blackburn, Ex Officio Board Member from Westerly Creek

Metropolitan District

Robbi Jones of Kipling Jones, via Zoom

Tom Wendelin, District Consultant, via Zoom

Marissa Peck of White Bear Ankele Tanaka & Waldron

Paul R. Cockrel of Cockrel Ela Glesne Greher & Ruhland, P.C.

Micki L. Mills of Cockrel Ela Glesne Greher & Ruhland, P.C.

Kristin Z. Herndon of Cockrel Ela Glesne Greher & Ruhland, P.C., via Zoom

NOTICE

It was noted that the agenda notice of the meeting had been properly posted as required by law.

PUBLIC COMMENT

Mr. Blackburn requested that the Board response to the request of Westerly Creek Metropolitan District ("Westerly Creek") to amend the Intergovernmental Agreement between the Districts by the end of next week. Mr. Cockrel advised that he has already notified Megan Murphy, attorney for Westerly Creek, that the District would not respond until the Long Term Financial Plan was released for Westerly Creek's comment. Thereafter, a meeting between Westerly Creek's Board and attorney will be scheduled to discuss any amendment.

CONFLICTS OF INTEREST

It was reported that Directors Chrisman and Fennelly had previously filed a Disclosure of Potential Conflict of Interest Statement with the Board and the Secretary of State in accordance with statutory requirements. Directors Chrisman and Fennelly's potential conflicts arise from their consulting and contract services with Forest City Stapleton, Inc., Forest City Stapleton Land, LLC or other subsidiaries of Forest City Enterprises, L.P. and its related entity, Brookfield Properties Development (collectively "Forest City"), the developer of property within the District and Westerly Creek Metropolitan District ("Westerly Creek" and together with the District, the "Districts"), including entering into various reimbursement, funding, management and service agreements with the District. Director Fennelly also was previously a director on the Board of the Master Community Association, Inc. ("MCA"), which provides property management services for the District.

Director Harris also has previously filed Disclosure of Potential Conflict of Interest Statements with the Board and the Secretary of State in accordance with statutory requirements. Such potential

conflict arises from his director or officer position with Stapleton Development Corporation, a non-profit corporation ("SDC"), which is responsible for the disposition of the development property owned by the City and County of Denver ("City") within the Districts, including entering into agreements with the Districts and with SDC Services Corp., a subsidiary company, which provides administrative services to the District under the Professional Services Agreement.

Director Hundley and Director Bartlett noted their present director positions with the MCA, where Director Bartlett also serves as Association president, and have filed Disclosure of Potential Conflict of Interest Statements disclosing such relationships with the Board and the Secretary of State in accordance with statutory requirements.

All Disclosure of Potential Conflict of Interest Statements, whether filed for this meeting or previously, are deemed continuing in nature and are incorporated into the record of the meeting.

All Directors stated that the participation of at least four of them in the meeting was necessary to obtain a quorum of the Board or otherwise enable the Board to act; that written disclosures of such potential conflicts of interest of each Director had been filed with the Board and the Secretary of State in accordance with statutory requirements; and that the nature of each Director's private interests related to their consulting, director or officer positions with either Forest City Stapleton, Inc., Forest City Stapleton Land, LLC or other subsidiaries of Forest City Enterprises, L.P, MCA, and SDC or SDC Services Corp. After each Director had summarily stated for the record the fact and nature of his private interests and had further stated that the determination to participate in voting or take any other action on any contract or other matter in which he may have a private interest would be made in compliance with Section 24-18-201(1)(b)(V), C.R.S., on an ad hoc basis, the Board turned its attention to the agenda items.

MINUTES

The Board reviewed the Minutes of the September 26, 2024 regular meeting and Executive Session. Upon motion duly made, seconded

and unanimously carried, the Board approved the Minutes of the regular meeting and Executive Session.

PUBLIC ART

The Board reviewed the Public Art Report submitted by Ms. Neal, a copy of which is attached hereto. Ms. Neal reported on maintenance issues. Upon motion duly made, seconded and unanimously carried, the Board accepted the Public Art Report.

TREASURER'S REPORT

Ms. Bevier provided the financial report through September 30, 2024. After discussion and motion duly made, seconded and unanimously carried, the Board (i) accepted the Treasurer's Report and (ii) authorized the payment of all accounts, including current payables in conformance with budgetary appropriations, the encumbrance of all funds necessary for infrastructure projects, and the investment of any surplus funds.

<u>2025 BUDGET</u>

Ms. Wheeler presented the draft 2025 Budget. Upon discussion, the Board set the public hearing to adopt the budget for the November 21st regular meeting.

DEVELOPMENT MANAGER'S REPORT

Mr. Truesdale reported that there were no recommendations for the Board this month.

WESTERLY CREEK PRESENTATION

Mr. Seward reported on concerns being raised in the Central Park community regarding the east-west auto traffic south of Interstate 70. Mr. Seward provided a presentation on the options for travel between Quebec and Havana, which is primarily MLK Boulevard. As a result of new planned development within the area and the increase in traffic volumes, the Westerly Creek Board of Directors believes that additional roadway options should be considered and

requested that the extension of Smith Road from Central Park Boulevard to Havana be specifically studied.

Director Fennelly advised that the extension of Smith Road and bridge improvements are the subject of a multi-party Agreement, which includes the District, City and County of Denver, DURA and DPS, that states if TIF is available, such funds would be provided to the City to improve Smith Road, as well as other areas. The project has been on the list of areas to be improved if TIF money becomes available. Upon discussion, it was determined that Mortensen and AECOM be requested to price what it would cost to improve Smith Road and the bridge. Thereafter, the issue could be raised with the City and DURA.

LEGAL REPORT

Mr. Cockrel reported on the RK Mechanical development issue. The owners of the property have requested an access easement across District owned property adjacent to the site. Discussion ensued regarding the option for the District to simply transfer title to the easement area to RK Mechanical, which will be discussed with the owners of the property. The Board directed General Counsel to proceed with closing the transaction at the previously agreed sale price for the easement.

Mr. Cockrel reported that as a result of the City's new sidewalk maintenance fee being assessed in 2025 to owners of all sidewalk property, property owners will no longer required to maintain or repair the sidewalks, and the City will maintain and repair sidewalks. The property owner will still be responsible for snow shoveling.

EXECUTIVE SESSION

Acting Chair Heise then moved that the regular meeting of the Board be temporarily adjourned and that the Board reconvene in Executive Session for the sole purpose of providing direction to and receiving advice of General Counsel regarding the payment of certain unpaid storm water drainage fees to allow for the release of liens and regarding correspondence received from Westerly Creek Metropolitan District, in accordance with Section 24-6-402(4)(b),

C.R.S. The motion was seconded and unanimously carried. The Board temporarily adjourned the regular meeting at 9:56 a.m. and reconvened in Executive Session.

The Board then reconvened in regular session at 10:15 a.m.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned.

Secretary for the Meeting

Michi Mills

MEMORANDUM

TO:

The Board of the Park Creek Metropolitan District

FROM:

Barbara Neal

Public Art Consultant for Central Park

RE:

Public Art Projects Update

PUBLIC ART COMMISSIONED AND OWNED BY PCMD

Founders Fountain*

Artist(s) Artscapes (Andy Dufford and Christian Muller) (Denver, CO)

Installed: 2003

Monitor.

Assessed 10/8/24. No issues observed.

Central Park Boulevard Bridge Embellishments* Geodes

Artist: Andy Dufford (Denver, CO)

Installed 2003

Monitor.

Assessed 10/8/24. Still missing several stones from the pedestal façades.

MCA is trying to contact the rock contractor. Continue to monitor.

Martin Luther King Boulevard Bridge Embellishments* Westerly Sky

Architect: Doug Lamson (Denver, CO)

Installed: 2004

Monitor.

*These projects were funded in part by an allocation of \$450,000 from the public art funds provided by the Denver Urban Renewal Authority.

Ellipse I (East 29th Avenue and Xenia Street) The Eye and the Horizon (After Monet)

Commission: \$100,000

Artist: Ilan Averbuch (Long Island City, NY)

Installed. 2006

Monitor.

Assessed: 10/10/24. Noted an additional area of oxidation on one of the upper vertical elements. Will alert conservator before work starts on this maintenance and conservation project.

Awaiting his estimate and schedule for this work on this sculpture to be completed in 2024.

Navigator Park

Airfoils

Commission: \$100,000

Artist: Patrick Marold (Denver, CO) Installed at the Shops at Northfield. 2006

Deinstalled and Reinstalled in Navigator Park 2023

Monitor.

Assessed 10/8/24. Landscape is filling in well.

Received photodocumentation.

Airfoil

The fourth Airfoil, installed in 2007, is on long term loan to DSST/Montview High School. The artist has completed the maintenance and conservation of this sculpture. Monitor.

F15 Pool

Conditional Reflections

Commission: \$75,000

Artists: Jeanine Centuori and Russell Rock of UrbanRock Design (Los Angeles, CA)

Installed. 2008

Deaccessioned 2013

Ellipse II (East 35th Avenue and Xenia Street) The Picnic

Commission: \$110,000

Artist: Gerald Heffernon (Winters, CA)

Installed, 2009

Monitor.

Assessed: 10/17/24. Very good condition.

This sculpture was recently cleaned, in-painted as needed, and waxed by Pacific Coast Conservation. Received report, photodocumentation and invoice. Submitted invoice to MCA for payment.

Central Park Boulevard Median

Prairie Reef

Commission: \$150,000

Artist: Erick Johnson (Fort Collins, CO)

Installed. 2010

Monitor.

Assessed: 10/8/24. No current issues.

Demiurge Design sent a maintenance staff person to caulk the hairline cracks on several of the concrete bases. Received invoice and sent to MCA. Note: This artwork should be assessed within two years by a conservator. Issues to be checked include the concrete bases, oxidation of the steel elements as well as the shocks on the kinetic elements.

Eastbridge Town Center

Talking Parking Meters

Commission: \$100,000

Artists: Jim Green (deceased) and Ryan Elmendorf (Denver, CO)

Installed. 2017

Monitor.

Assessed: 10/9/24. The Nature Sounds meter and the Transportation Sounds meter are not functioning. The Greetings meter is functioning.

Received an estimate from the sound conservator, Nathan Koral, for the maintenance of these meters. The nonfunctioning speakers on the Nature Sounds and Transportation Sounds have failed and have been removed. Since all three speakers are more than seven years old, the recommendation is to replace all three speakers with new models. This work will be done before the end of the year.

Prickly Plume Park Open House

Commission: \$100,000

Artist: Ty Gillespie (Paonia, CO)

Installed 2021 Monitor.

Assessed: 10/9/24. This artwork is in good condition.

North Park Alta

Donation

Artist: Rodrigo Nava (Putney, VT)

Installed. 2022.

Monitor.

Assessed: 10/9/24. This artwork is in good condition.

Continuing to remind Arts and Venues about conveying this sculpture to Denver Parks. Sent relevant documents to the new director of the Public Art Program at Arts and Venues.

ARTWORK CONVEYED TO THE CITY AND COUNTY OF DENVER

Community Garden

Garden Stories

Commission: \$75,000

Artist: Lars Stanley (Austin, TX)

Completed. 2009

Conveyed to the City and County of Denver 2009 via an Assignment of Interest.

Monitor.

Assessed: 10/9/24. Some oxidation is beginning to show through the paint that was applied several years ago. A report from the maintenance contact at Arts and Venues indicates that they will probably be repainted at some future time.

Central Park Recreation Center Staplefield and Thought Balloons

Commission: \$250,000

Artist Team: Walczak & Heiss (Marek Walczak, NY and Wesley Heiss, PA)

Installed, 2011

Thought Balloons commissioned by Arts and Venues Denver Public Art Program Staplefield conveyed to the City and County of Denver in 2011 via an Assignment of Interest.

Monitor.

Assessed: 10/10/24. Both artworks are functioning.

The artists are suggesting they will work on upgrading the programming for *Staplefield*. The website, http://thoughtballoons.org/ will continue to solicit suggestions for dialogue text indefinitely.

Westerly Creek Park

Chorus

Commission: \$155,000

Artist: Thomas Sayre (Raleigh, NC)

Installed. 2010

Conveyed to the City and County of Denver 2011 via an Assignment of Interest.

Monitor.

Assessed: 10/17/24. Several vessels have graffiti that has been reported but not yet removed. One has a sturdy bush growing through a hole in the base and it needs to be removed.

Sending Arts and Venues a detailed list of the graffiti and other issues that need to be addressed promptly, such as the bush.

Prairie Basin Park

Phantom Pavilion

Commission: \$175,000

Artist: Volkan Alkanoglu (Portland, OR)

Installed: 2018

Conveyed to the City and County of Denver 2022 via an Assignment of Interest.

Monitor.

Assessed: 10/9/24. Prior graffiti has not been removed and now there is additional graffiti. There are some additional paint chips. No curbs have been installed to comply with ADA guidelines.

Will report again to Arts and Venues about replacement of the curbs and removal of graffiti.

Sandhills Prairie Park

Drift Inversion

Commission: \$175,000

Artist: David Franklin (Indianola, WA)

Installed: 2017

Conveyed to the City and County of Denver 2022 via an Assignment of Interest.

Monitor.

Assessed: 10/9/24. Noted that several profiles had been trimmed to accommodate new

lighting. Otherwise, the sculpture appears to be in good condition.

The Bluffs Park Wind Gate Art Suite

The Five

First Light

Beyond the Plains

Commission: \$300,000

Artist: Rodrigo Nava (Putney, VT)

Installed: 2019

Conveyed to the City and County of Denver 2022 via an Assignment of Interest. Monitor.

Assessed: 10/9/24. The sculptures in First Light and Beyond the Plains groupings appear to be in good condition with the exception of several wasp nests. Two sculptures in The Five grouping have open seams. They are not obtrusive but will advise Arts and Venues to determine if repair is needed.

PUBLIC ART IN CENTRAL PARK COMMISSIONED BY THE CITY AND COUNTY OF DENVER/ARTS AND VENUES

Fire Station # 26 **Tradition**

Artist: Joe Cipri (Westminster, CO)

Commission: \$36.000

Installed: 2007

Sam Gary Branch Public Library LaminalLight

Artist: Steven Appleton (Los Angeles, CA)

Commission: \$93,000

Installed 2012

Assessed: 10/10/24. The sculpture appears to be in good condition and functioning as intended. The lighting feature has been re-engineered by the artist to work at least for the foreseeable future.

Uplands Park Woven Light

Artist: Catherine Widgery (Cambridge, MA)

Commission: \$340,000

Installed: 2018

Assessed 10/9/24. This artwork continues to be a target for graffiti and other vandalism.

Arts and Venues has it on their priority list for cleaning and repair.

PUBLIC ART COMMISSIONED FOR THE CENTRAL PARK STATION ON THE A LINE BY THE REGIONAL TRANSPORTATION DISTRICT (RTD)

Central Park Station Balloon Man Running

Artist: Sean O'Meallie (Colorado Springs, CO)

Commission: \$85,000

Installed: 2016

According to the artist, the artwork has recently been removed by Demiurge for

conservation and repair.

Barbara Neal Public Art Consultant for Central Park 303-519-6611 (c) barbaraneal35@gmail.com

PARK CREEK METROPOLITAN DISTRICT Monthly Financial Report

Period Ended September 30, 2024

The following reports are attached to this narrative:

- 1) Statement of Net Assets (1 page)
- 2) Changes in Net Assets for All Funds Combined, General, Capital, Debt and Westerly Creek (5 pages)
 - 3) Infrastructure Funding Projection Report (2 pages)
 - 4) Summary Report of Trunk IFDAs (2 pages)
- Summary Report of In-Tract IFDAs (2 pages)

Comments - Changes in Net Assets - All Funds Combined

- Westerly Creek Taxes represent the current month's property and specific ownership tax income from Westerly Creek which is less than budget for the month and less than budget for the year.
 - Most of the infrastructure expenditures relate to activity in filings 57, MG and PD. The revenue and corresponding infrastructure variances are due to timing.
 - A total of approximately \$0k was advanced by Forest City for infrastructure.

Comments - Statement of Net Assets

- Accounts Receivable Taxes is the current month's property and SO tax to be received next month.
- Miscellaneous receivables are the amounts due to fund current period costs. Funding is due from DURA in the form of TIF revenue, excess revenues or D2 loan advances and Forest City in the form of advances.
- The Statement of Net Assets is presented on a modified accrual, fund accounting basis which does not reflect long term debt balances, expenses in the report are on a cash basis, therefore there will be slight difference between activity on the report and activity identified including developer advances. Long term debt balances are reflected in a summary report included in the package. Balances and above regarding accrued developer advances.

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General Comments:

Park Creek Metropolitan District Balance Sheet Governmental Fund September 30, 2024

Asse	te
Current Assets	<u> </u>
BW Deposit and Cash Accounts	\$ 10,707,788
Miscellaneous Receivables	101,298
Intercompany Receivable	
Clearing - Job costs	299,349
Total Current Assets	(58,725)
Long Term Assets	\$ 11,049,709
Fund Investments	
2024 Bonds - Improvement Project	\$ 10,629,254
2016A Sr bonds - revenue	
2016A Sr bonds - admin	44,328,940
2016A Sr bonds - SO tax	46
2016A COI/Surplus	719,186
2020 Bonds - reserve acct	7,578
2020 Bonds - Revenue bonds	1,972,487
2022 Senior - Debt Service acct	5
	3
2022 Senior - Captilalized Intere 2022 Senior - Project Acct	119
	15,726
2024 Bonds - Debt Service	<u> </u>
Total Ltd Prop Tax Funds (InTract)	<u>\$ 57,673,851</u>
Long Term Fund Assets	\$ 57,673,851
Prepaid Casualty Insurance	<u>\$ 57,349</u>
Long Term Capital Assets	\$ 57,349
Total Long Term Assets	\$ 57,731,200
Total Assets	\$ 68,780,909
Liabilities and	Net Assets
Current Liabilities	
Accounts Payable	\$ 1,598,712
Accrued Expenses	<u>586,965</u>
Total Current Liabilities	\$ 2,185,677
Long Term Liabilities	-
Long Term Liabilities	
Total Liabilities	\$ 2,185,677
Net Assets	
Net Assets - Prior Period	\$ 9,830,422
Property Conveyance	
Incr / (Decr) in Net Assets	56,764,810
Total Net Assets	\$ 66,595,232
Total Liabilities & Net Assets	\$ 68,780,909

Park Creek Metropolitan District Revenue, Expenditures and Change in Net Assets All Funds Combined For the 9 Months Ended September 30, 2024

Current Budget	Actual	Favorable		YTD		Favorable
Dudget	Actual	(Unfavorable)		Budget	Actual	(Unfavorable)
			Demonstra			
1,237,092	588,102	(649,000)	Revenue:			
1,237,072	300,102	(048,990)	Westerly Creek taxes	68,047,780	65,130,157	(2,917,623)
3	-	-	Developer Advances	-	(382,555)	(382,555)
	-	-	Bond Proceeds	-	58,125,000	58,125,000
2,250	-	(0.000)	Earned Bond Premium	-	3,933,206	3,933,206
2,230	2.000		Misc Income	22,500	-	(22,500)
£4.000	3,052	3,052	Dura rev - 2014 D2 loan	-	150,664	150,664
54,000	(1.244)		Aurora Use tax, etc	487,000	436,411	(50,589)
400,000	(1,344)		DURA Revenue	3,000,000	2,112	(2,997,888)
25.002	97,095		Dura revenue	-	636,377	636,377
25.083	219,900		Interest Income	225,750	983,935	758,185
1,718,425	906,804	(811,621)	Total: Revenue	71,783,030	129,015,307	57,232,277
			Evnandituus			
_	(58)	58	Expenditures Trunk Total			
400,000	112,878				2,112	(2,112)
1,001,250	485,479	287,122	Trunk Open Space Total	3,000,000	729,869	2,270,131
1,001,230	403,479	515,771	InTract Total	9,011,250	4,324,794	4,686,456
•		-	Recreation Center Total		-	-
1,401,250	500,200	000.051	Denver Water Total	750	140	610
1,401,230	598,299	802,951	Subtotal: Infrastructure	12,012,000	5,056,916	6,955,084
			Interest Even Notes Stanlates I and		10 6 11 1	
_			Interest Exp - Notes Stapleton Land Bond Interest - Intract Bonds	-	436,411	(436,411)
_		-	Bond Interest - Intract Bonds Bond Issuance Costs	24,500,000	16,349,837	8,150,163
_	3,850	(2.950)	Trustee Fees	650,000	1,516,544	(866,544)
	5,650	(3,850)	Payment on Advances - Principal	26,700	23,000	3,700
		-	Payment on Notes - Principal	-	609,290	(609,290)
_		-	Insurance	-	45,000,000	(45,000,000)
56,100	691	55,409	Other Capital Expenditures	20,000	13,780	6,220
56,100	4,541	51,559	Subtotal: Other Capital	514,700	96,739	417,961
30,100	4,541	31,339	Subtotal: Other Capital	25,711,400	64,045,601	(38,334,201)
			General and Administrative Expenses			
833,670	291,972	541,698	Park Creek General Fund Expense	7,129,129	1,712,734	5,416,395
8,642	4,684	3,958	Westerly Creek Expenses	1,011,773	973,569	38,204
842,312	296,656	545,656	Subtotal: G&A	8,140,902	2,686,302	5,454,600
					2,000,302	3,434,000
2,299,662	899,496	1,400,166	Total: Expenditures	45,864,302	71,788,819	(25,924,517)
(581,237)	7,308	588,545	Revenue Over/(Under) Expenditures	25,918,728	57,226,488	31,307,760
(,,	.,	000,010	Attended Over (Onder) Expenditures	23,716,726	37,220,400	31,307,700
-	-		Transfer (To) From Bond Funds	(560,000)	(335,769)	224,231
250	-	(250)	Transfer (To) From General Funds	560,750	335,710	(225,040)
		-	Transfer (To) From Capital Funds		59	59
250	-	(250)	Total: Other Financing Sources/(Uses)	750	-	(750)
(580,987)	7,308	588,295	Inches (Decrees) in Not Acres	AF 042 172		
(300,707)	7,308	388,495	Increase/(Decrease) in Net Assets	25,919,478	57,226,488	31,307,010

Park Creek Metropolitan District Revenue, Expenditures and Change in Net Assets Park Creek General Fund For the 9 Months Ended September 30, 2024

Current Budget	Actual	Favorable (Unfavorable)		YTD Budget	Actual	Favorable (Unfavorable)
404,568	271,660	(83)		4,814,567 750	4,226,399	(588,168) (750)
404,651	271,660	(132,991)	Total: Revenue	4,815,317	4,226,399	(588,918)
			Expenditures			,
			General and Administrative Expenditures			
576	890		Staff Services	5,229	7,827	(2,598)
146	61		Office Services	918	1,042	(124)
22	22		Office Rent	198	198	-
-	587		Rent - Storage	-	5,046	(5,046)
1 000	-		Dues	-	124	(124)
1,000	0.077		Professional Services	9,000	2,500	6,500
6,250	2,877		Legal Fees	56,250	36,934	19,316
1 150	7,365		Accounting/Audit Fees	21,000	28,365	(7,365)
1,150	77	1,073	Accounting Services	15,450	5,422	10,028
15,334			Contingency	138,004	-	138,004
582,440	-		Reserve for Improvements	5,241,962	-	5,241,962
	475	(475)	Insurance Expense	55,000	44,249	10,751
2,000	-	2,000	Public Art Monitoring	6,000		6,000
	-	-	Public Art expenses	-	(32,000)	32,000
214,050	266,399		District MCA Maint	1,504,850	1,536,311	(31,461)
10,702	13,220		District MCA Fee	75,268	76,715	(1,447)
259	141	118	Westerly Creek Expenses	375,040	359,977	15,063
833,929	292,112	541,817	Subtotal: G&A	7,504,169	2,072,711	5,431,458
833,929	292,112	541,817	Total: Expenditures	7,504,169	2,072,711	5,431,458
(429,278)	(20,452)	408,826	Revenue Over/(Under) Expenditures	(2,688,852)	2,153,689	4,842,541
-	-		Transfer (To) From Bond Funds	(560,000)	(335,710)	224,290
	-	-	Transfer (To) From Capital Funds Total: Other Financing Sources/(Uses)	(560,000)	(335,710)	224,290
(429.278)	(20,452)	408,826	Increase/(Decrease) in Net Assets	(3,248,852)	1,817,979	5,066,831

Park Creek Metropolitan District
Revenues, Expenditures and Changes in Net Assets
Park Creek Capital Fund
For the 9 Months Ended September 30, 2024

18,750 3,000,000 487,000 3,505,750	Actual 14,205,101 961,232 (382,555) 638,490 150,664 436,411 375,812 16,385,154	(Unfavorable) 14,205,101 961,232 (18,750) (382,555) (2,361,510) 150,664 (50,589) 375,812 12,879,404
3,000,000 487,000 3,505,750	961,232 (382,555) 638,490 150,664 436,411 375.812 16,385,154	961,232 (18,750) (382,555) (2,361,510) 150,664 (50,589) 375,812
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3,000,000 487,000 3,505,750	961,232 (382,555) 638,490 150,664 436,411 375.812 16,385,154	961,232 (18,750) (382,555) (2,361,510) 150,664 (50,589) 375,812
3,000,000 487,000 3,505,750	(382,555) 638,490 150,664 436,411 375,812 16,385,154	(18,750) (382,555) (2,361,510) 150,664 (50,589) 375,812
3,000,000 487,000 3,505,750	638,490 150,664 436,411 375.812 16,385,154	(382,555) (2,361,510) 150,664 (50,589) 375,812
487,000 3,505,750	638,490 150,664 436,411 375.812 16,385,154	(2,361,510) 150,664 (50,589) 375,812
487,000 3,505,750	150,664 436,411 375.812 16,385,154	150,664 (50,589) 375,812
3,505,750	436,411 375,812 16,385,154	(50,589) 375,812
3,505,750	375.812 16,385,154 2,112	375,812
,000,000	16,385,154 2,112	
		(2,112)
	729,869	2,270,131
,011,250	4,324,794	4,686,456
,,	1,021,771	1,000,100
750	140	610
,012,000	5,056,916	6,955,084
	436,411	(436,411)
	370,626	(370,626)
26,700	23,000	3,700
20,000		6,220
1,500		386
10,500		
15,200		10,037
	8,215	(8,215)
487,500	71,748	415,753
561,400	940,557	(379,157)
,573,400	5,997,472	6,575,928
,067,650)	10,387,681	19,455,331
	(59)	(59)
750	()	(750)
750	(59)	(809)
	10,387,622	
	20,000 1,500 10,500 15,200 487,500 561,400 2,573,400 9,067,650)	20,000 13,780 1,500 1,114 10,500 10,500 15,200 5,163 8,215 487,500 71,748 561,400 940,557 2,573,400 5,997,472 9,067,650) 10,387,681 (59) 750 (59)

Park Creek Metropolitan District Revenues, Expenditures and Changes in Net Assets Park Creek Debt Fund For the 9 Months Ended September 30, 2024

Current Budget	Actual	Favorable (Unfavorable)		YTD Budget	Actual	Favorable (Unfavorable)
832,524	316,441	(516,083)	Revenue: Westerly Creek Taxes - Debt Service Bond Proceeds Earned Bond Premium	63,233,213	60,903,758 43,919,899	(2,329,455) 43,919,899
2,7,000			Misc Income	3,750	2,971,974	2,971,974 (3,750)
25,000 857,524	172,541 488,982	(368 542)	Investment Income Total: Revenue	225,000	608,123	383,123
007,021	400,702	(308,342)	Total: Revenue	63,461,963	108,403,754	44,941,791
			Expenditures			
			Interest P			
			Interest Expense Interest Exp notes - Lapsis	24,500,000	16,349,837 460,000	8,150,163 (460,000)
			Payment on Advances - Interest		1,678	(1,678)
			Bond Issuance Costs	650,000	1,145,918	(495,918)
			Developer Advances Repayments Subtotal: Other Capital	25 150 000	45,609,290	(45,609,290)
			Subtotal, Other Capital	25,150,000	63,566,722	(38,416,722)
0.000			General and Administrative Expenses			
8,383 8,383	4,544		Payments to Westerly Creek	636,733	613,592	23,142
6,363	4,544	3,839	Subtotal: G&A	636,733	613,592	23,142
8,383	4,544	3,839	Total Expenditures	25,786,733	64,180,314	(38,393,581)
849,141	484,438	(364,703)	Revenue Over/(Under) Expenditures	37,675,230	44,223,440	6,548,210
			Transfer (To) From Bond Funds			
			Transfer (To) From General Funds	560,000	335,710	(224,290)
			Transfer (To) From Capital Funds		59	59
			Total: Other Financing Sources/(Uses)	560,000	335,769	(224,231)
849,141	484,438	(364,703)	Increase/(Decrease) in Net Assets	38,235,230	44,559,209	6,323,979
						0,020,777

Westerly Creek Metropolitan District Revenue, Expenditures and Change in Net Assets WCMD General Fund For the 9 Months Ended September 30, 2024

Current Budget	Actual	Favorable (Unfavorable)		YTD Budget	Actual	Favorable (Unfavorable)
832,524 25,625 378,943 	314,756 9,735 261,874 1,685 52 588,102	(517,768) (15,890) (117,070) 1,685 		63,233,213 1,946,336 2,868,231 	60,845,195 1,881,810 2,342,778 58,563 1,811 65,130,157	(2,388,018) (64,526) (525,453) 58,563 1,811 (2,917,623)
			Expenditures			
			General and Administrative Expenditures			
-		-	WCMD Expenses	340,300	341,000	(700)
8,383	4,544	3,839	Treasury Commission - DS	636,733	613,592	23,142
259	141	118	Treasury Commision - OM	19,698	18,977	721
8,642	4,684	3,958	Subtotal: G&A	996,731	973,569	23,162
8,642	4,684	3,958	Total: Expenditures	996,731	973,569	23,162
1,228,450	583,418	(645,032)	Revenue Over/(Under) Expenditures	67,051,049	64,156,589	(2,894,460)
8,642	4,684	(3,958)	Transfers From Park Creek	006.721	050 560	(00.1(0)
(1,237,092)	(588,102)	648,990	Transfers(To) Park Creek	996,731	973,569	(23,162)
(1,228,450)	(583,418)	645,032	Total: Other Financing Sources/(Uses)	(68,047,780)	(65,130,157)	2,917.623
(-,,100)	(305,110)	043,032	Total. Onto Thianong bources/(Oses)	(67,051,049)	(64,156,589)	2,894,460
	-	-	Increase/(Decrease) in Net Assets			-

Infrastructure IFDA Funding Projection Report

			As of September 30, 2024	er 30, 2024		-							
	In-tract						Trunk	nk					
	Developer	11F Funds inc D2 Loan, Excees Rev & Encumbered	TOS Funds	- S	FCS/COPS.		System Development	TOS Fees -	CDOT	CCD finds	Ä	Developer Contributions & Advances -	
	Advances	Excess - PB	& D2 loan)	-		Art Funds	Fees	Section 10	FUNDS	IC-4B	Advances	Funds	Total
Available balances System Development Fees							,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
TIF Revenue (includes unreleased, released and encumbered)			0			0	2/1,336	1,750,016					2,021,352
Oco Curzen rayment (OCF) IFDA F3 Developer Contribution and Advances for IC4 from IFDA F4													00
CCD/CDOT funds COPS/Section 10					177 520					16,948			16,948
DPS advances					055,114								477,538
10121	0	0	0	0	477,538	0	271,336	1,750,016	0	16,948	0	0	2,515,839
Remaining to be Paid on Approved IFDA's and other approved projects IFDA#15 & 15A	420 600					\parallel							
IFDA 34 - dated Sep 2010 - executed Mar 2011 - CFN Apr 2011	937,256	111,442		-									0 111
IFDA 36 - F36 and amendment to IFDA28 (May 2012)	0	287,314										0	287,314
FDA 52 - Filing 52	101,000	469,923			11,914			342,200					354,114
IFDA 53 - Filing 53 IFDA 54 - Filing 54	5,835	1											0
IFDA 56 - Filing 56	80,033			+				67,417					67,417
IFDA 57 - Filing 57	5,050,314												0
IFDA 60 - Filing 60	230,486			+									0
IFDA MD	00,00					+							0 0
IFDA ME IFDA MF	437 220	51,390											51,390
IFDA MG	2,683,273	t(C*0/				+							78,554
IFDA MH IFDA ML	327,887												
IFDA PA		252,520				+							0 25 250
IFDA PC IFDA PD		383,893											383,893
													936,836
Approved Uses - Remaining to be Paid	19,151,865	2,571,872	0	0	11,914	0	0	409,617	0	0	0	0	2,993,403
Funds Remaining	(19,151,865)	(2,571,872)	0	0		0	271,336				0	0	(477,564)
Anticipated near term funding sources													
													0
													00
Total Anticipated Funding Sources	0	0	0	0		0	0				0	0	0 0
Amount available / (required) after funding approved IFDAs	(19,151,865)	(2,571,872)	0	0		0	271.336				0		(477 564)
IFDA's submitted but not yet approyed													(+)(-)(+)
													0
							+	+					0
Total Pending Uses	0	0 0	0	0		0	0				0	0	0
Funding Available / (Required)	(19,151,865)	(2,571,872)	0	0		0	271,336				0	0	(477,564)
Future Projects: Cost													
Total Future Projects Before Funding Sources		•	1	-									0 '

Page 1 of 2

*activity in current month

A and Seven intercuponican District Infrastructure IFDA Funding Projection Report

			As of September 30, 2024	er 30, 2024									
	In-tract						Trunk	ık					
		TIF Funds inc			_						-	Developer	
		D2 Loan,								_		Contributions	
		Excees Rev &	TOS Funds				System					& Advances -	
	Developer	Encumbered	(TIF funded	GCP	FCS/COPS.		Development TOS Fees -	TOS Fees -	CDOT	CCD funds	DPS	Non GCP	
	Advances	Excess - PB	& D2 loan)	Funds	Funds Section 10 Art Funds		Fees	Section 10	FUNDS		Advances	Funds	Total
			\										
Future Projects: Funding Sources													
										$\frac{1}{1}$			0
													0
Total		,											
Total Net Future Projects		,											
				100									
		~	-			_				-			

287,314 11,914 342,200 354,115 90 <u>ම</u>ම 67,417 00 469,923 469,923 78,554 252,520 252,520 383,893 936,836 to Pay on CFN 1,010,538 5,807,293 186,813 186,813 5,935,676 582,021 6,517,697 2,292,567 99,537 590,563 344,734 16,757,765 9.893.056 1,481,767 2,873,750 1,909,705 8,514,128 8,514,128 3,706,018 573,846 573,846 8,479 20,049,812 7,083,639 11,442,399 6,021,932 60,630,961 B Amount 277,665 <u>ම</u>ම 4,671 00 11,914 333,050 344,965 469,923 469,923 67,417 00 99 90 <u></u> 99 51,390 51,390 78,554 78,554 189,345 189,345 252,520 252,520 328,855 328,855 1,005,559 9,888,386 5,807,293 2,302,217 186,813 186,813 99,537 5,935,676 591,171 6,526,847 344,734 1,481,767 2,873,750 16,757,765 16,757,765 1,909,705 20,049,812 8,514,128 3,706,018 573,846 573,846 8,479 7,083,639 13,536,145 11,636,947 6,629,912 6,629,912 60,635,940 5,918,735 9,893,057 186,813 186,813 5,947,590 924,221 6,871,811 99,537 2,428,281 590,563 16,757,765 1,951,690 412,151 2,873,750 1,909,705 3,706,017 8,514,127 8,514,127 7,083,639 20,302,332 13,536,145 11,826,292 6,958,768 625,236 625,236 90,494 61,493,361 A Current CFN (430,123) (250,000) (26,102) (81,192) (105,000) (45,961) (45,961) (13,112) (1,128,343) (914,710) (1,967,686) (1,967,686) 123,750 123,750 114,127 1,075,076 (3,862,930) 4,926,292 Amendments 1,059,421 5,918,735 240,101 125,639 7,899,280 924,221 8,823,501 16,803,726 16,803,726 1,922,816 2,678,281 2,056,690 2,750,000 412,151 8,400,000 4,834,360 10,323,181 0,323,181 625,236 625,236 90,494 5,949,489 14,450,856 6,900,000 6,958,768 6,958,768 19,242,911 65,340,295 7,899,280 924,221 8,823,501 5,918,735 125,658 125,658 671,755 412,152 2,750,000 4,834,360 2,678,281 240,101 2,056,690 16,803,727 16,803,727 1,922,816 8,400,000 90,494 6,958,768 625,236 625,236 5,949,489 19,242,911 14,450,857 10,512,911 65,340,315 Approved **IFDA** Filing N/F Linear Park Total IFDA P8 Total Trunk Job Costs Filing IC-4A Total IFDA C4A Filing IC-4B Total IFDA IC-4B Filing 15 Total IFDA 15 Filing 34 Total IFDA 34 Filing 49 Total Filing 49 Total IFDA 49 Filing IC-4 Total Filing 36 Total IFDA 36 Filing 40 Total IFDA 40 Filing 43 Total IFDA 43 Filing 47 Total IFDA 47 Filing A1 Total IFDA A1 Filing MB Total IFDA MB Filing ME Total IFDA ME Filing 52 Total IFDA 52 Filing 54 Total IFDA 54 Filing MF Total IFDA MF Filing PA TotaL IFDA PA Filing PB Total IFDA PB Filing PC Total IFDA PC Filing PD Total IFDA PD Park Creek Metropolitan District Trunk IFDAs #All Open- Filing #All Open Draw NA/117/NA/NA/70 As of: 9/30/2024 FDA C4 Trunk Park Trunk Trunk

Park Creek Metropolitan District Trunk IFDAs #All Open- Filing #All Open Draw NA/117NA/NA/70 As of: 9/30/2024 Total Park Trunk Job Costs

Total

Contracted	5		Amenaments CFIN COL
59,872,359		61,043,549	6,146,079 61,043,549

A-B Remaining	430,690 430,690	(1)	(0)	937,256	© © ©		(1)	(1)		0	-	7,985,742	101,000	5,835	826,924 826,924		80,033	5,050,314	230,486
B	13,163,142 13,163,142	10,179,030	17,745,648 28,511 17,774,159	7,549,779	4,205,843 2,876,606 7,082,449	29,761,675 29,761,675	4,935,195	13,886,537	31,555,427	13,964,693	1,630,020	50,668,064 50,668,064	6,653,106	2,264,091	48,757,709 48,757,709	1,927,126	2,354,858	47,059,901 47,059,901	1,979,283
	437,049 437,049	(1)	(0)	819,509	(0) 150 150		(E)	(1)		00		7,973,365	99,894	5,835	714,282 714,282		80,033	4,007,558	230,486
	13,156,784 13,156,784	10,179,030	17,745,648 28,511 17,774,159	7,667,526	4,205,843 2,876,456 7,082,299	29,761,675 29,761,675	4,935,195 4,935,195	13,886,537 13,886,537	31,555,427 31,555,427	13,964,692 13,964,692	1,630,020	50,680,441 50,680,441	6,654,213	2,264,091	48,870,352 48,870,352	1,927,126	2,354,858	48,102,656 48,102,656	1,979,283
A Current	13,593,832 13,593,832	10,179,029	17,745,648 28,511 17,774,158	8,480,864	4,205,843 2,876,606 7,082,449	29,761,676 29,761,676	4,935,194 4,935,194	13,886,536 13,886,536	31,555,428 31,555,428	13,964,693 13,964,693	1,630,021	58,653,806 58,653,806	6,754,107 6,754,107	2,269,926 2,269,926	49,584,633 49,584,633	1,927,126	2,434,891	52,110,215 52,110,215	2,209,768 2,209,768
CFN	(304,024) (304,024)	48,699	815,983 (341,542) 474,441	(2)	(1,198,411) 284,269 (914,142)	(1,467,183)	(277,427) (277,427)	(3,066,225)	(4,101,347) (4,101,347)	(1,910,392)	46,780 46,780		(1,034,036)	271,230 271,230	(4,274,632) (4,274,632)	52,764 52,764	(531,983) (531,983)		1
Original	13,897,856 13,897,856	10,130,330	16,929,665 370,052 17,299,717	8,480,867	5,404,254 2,592,337 7,996,591	31,228,859 31,228,859	5,212,621 5,212,621	16,952,761 16,952,761	35,656,775 35,656,775	15,875,085 15,875,085	1,583,241	58,653,806 58,653,806	7,788,143	1,998,696 1,998,696	53,859,266 53,859,266	1,874,362	2,966,874 2,966,874	52,110,215 52,110,215	2,209,768 2,209,768
Approved	13,897,856 13,897,856	10,130,330	16,929,665 370,052 17,299,717	8,480,866	5,404,254 2,592,337 7,996,591	31,228,859 31,228,859	5,212,621 5,212,621	16,952,761 16,952,761	35,656,775 35,656,775	15,875,085 15,875,085	1,583,241	58,653,806 58,653,806	7,788,143	1,998,696	53,859,266	1,874,362	2,966,874	52,110,215 52,110,215	2,209,768 2,209,768
n District sn- Filing #All Open	Filing 15 Total IFDA 15	Filing 17 Total IFDA 17	Filing 32 Total Filing 34 Total IFDA 32	Filing 34 Total IFDA 34	Filing 35 Total FilingFIK Total IFDA 35	Filing 36 Total IFDA 36	Filing 40 Total IFDA 40	Filing 42 Total IFDA 42	Filing 45 Total IFDA 45	Filing 47 Total IFDA 47	Filing 48 Total IFDA 48	Filing 49 Total IFDA 49	Filing 52 Total IFDA 52	Filing 53 Total IFDA 53	Filing 54 Total IFDA 54	Filing 55 Total IFDA 55	Filing 56 Total IFDA 56	Filing 57 Total IFDA 57	Filing 59 Total IFDA 59
Park Creek Metropolitan District In-Tract IFDAs #All Open- Filing #All Open Draw 234(5B) As of: 9/30/2024	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract	In-Tract

reek XFE	n District en- Filing #All Open				٥			۵	
As of: 9/30/2024		Approved	Original	CFN	Current			Amount	Remaining
In-Tract	Filing 60 Total IFDA 60	1,945,158	1,945,158	681,447	2,626,604	2,580,370	46,234	2,571,408	to Pay on CFN 55,196
1			201,010,1	£+,'100	4,020,004	2,360,370	40,234	2,571,408	35,196
In-1 ract	Filing AC Total IFDA AC	5,102,392	5,102,392	(630,837)	4,471,555	4,471,555	0	4,471,555	0
,		2,102,332	5,102,592	(050,837)	4,4/1,555	4,471,555	0	4,471,555	0
In-Tract	Filing IC-4 Total	2,306,634	2,306,634	(271,356)	2,035,278	2,035,278	(0)	2,035,278	(0)
	45 40	2,306,634	2,306,634	(271,356)	2,035,278	2,035,278	(0)	2,035,278	(0)
In-Tract	Filing IC-4A Total	2,042,680	2,042,680	(489,970)	1,564,584	1,564,584	0	1,564,584	0
	IFDA C4A	2,042,680	2,042,680	(489,970)	1,564,584	1,564,584	0	1,564,584	0
In-Tract	Filing MB Total	7,851,158	7,851,158	(2,126,357)	5,724,802	5,724,801	0	5.724.801	0
	IFDA MB	7,851,158	7,851,158	(2,126,357)	5,724,802	5,724,801	o	5,724,801	0
In-Tract	Filing MC Total	8,507,309	8,507,309	(1,738,800)	6,712,763	6,712,764	0	6,712,764	0)
	IFDA MC	8,507,309	8,507,309	(1,738,800)	6,712,763	6,712,764	(0)	6,712,764	(0)
In-Tract	Filing MD Total	4,981,832	4,981,832	(1,096,845)	3,835,629	3,835,629	(0)	3,835,629	(0)
	IFDA MD	4,981,832	4,981,832	(1,096,845)	3,835,629	3,835,629	(0)	3,835,629	(0)
In-Tract	Filing ME Total	7,387,006	7,387,006	(1,373,860)	5,951,322	5,951,322	0	5,951,322	0
	IFDA ME	7,387,006	7,387,006	(1,373,860)	5,951,322	5,951,322	0	5,951,322	0
In-Tract	Filing MF Total	14,787,951	14,787,951	(3,521,300)	11,108,192	10,735,272	372,921	10,670,963	437,229
	IFDA MIT	14,787,951	14,787,951	(3,521,300)	11,108,192	10,735,272	372,921	10,670,963	437,229
In-Tract	Filing MG Total	12,740,445	12,740,445	,	12,740,445	11,429,649	1,310,795	10,057,171	2,683,273
	ILDA INIG	12,740,445	12,740,445		12,740,445	11,429,649	1,310,795	10,057,171	2,683,273
In-Tract	Filing MH Total	3,834,747	3,834,747		3,834,747	3,778,009	56,737	3,506,860	327,887
	IFDA IMH	3,834,747	3,834,747	1	3,834,747	3,778,009	56,737	3,506,860	327,887
	Total Job costs	417,263,142	417,263,143	(27,555,357)	389,394,274	373,245,595	16,154,849	370,248,578	19.151.868

WESTERLY CREEK METROPOLITAN DISTRICT Monthly Financial Report Period Ended September 30, 2024

The following reports are attached to this narrative:

1) Statement of Revenues, Expenditures and Changes in Net Assets - General Fund (1 page)

Changes in Fund Balance

Monthly tax income is less than budget for the current month and less than budget for year.

•

General Comments:

- All tax income is transferred to Park Creek.
- All Westerly Creek expenses are funded by Park Creek.
- Treasurers fee expense is 1% of property tax income and therefore varies inversely with the property tax income variance.
- Westerly Creek has no assets and therefore there is no Statement of Assets report.

Westerly Creek Metropolitan District Revenue, Expenditures and Change in Net Assets WCMD General Fund For the 9 Months Ended September 30, 2024

Current Budget	Actual	Favorable (Unfavorable)		YTD Budget	Actual	Favorable (Unfavorable)
832,524 25,625 378,943 - 1,237,092	314,756 9,735 261,874 1,685 52 588,102	(517,768) (15,890) (117,070) 1,685 52 (648,990)	Property Tax - O&M	63,233,213 1,946,336 2,868,231	60,845,195 1,881,810 2,342,778 58,563 1,811 65,130,157	(2,388,018) (64,526) (525,453) 58,563 1,811 (2,917,623)
			Expenditures			
			General and Administrative Expenditures			
0 202	4.544		WCMD Expenses	340,300	341,000	(700)
8,383	4,544	3,839	Treasury Commission - DS	636,733	613,592	23,142
259	141	118	Treasury Commission - OM	19,698	18,977	721
8,642	4,684	3,958	Subtotal: G&A	996,731	973,569	23,162
8,642	4,684	3,958	Total: Expenditures	996,731	973,569	23,162
1,228,450	583,418	(645,032)	Revenue Over/(Under) Expenditures	67,051,049	64,156,589	(2,894,460)
8,642	4,684	(3.958)	Transfers From Park Creek	996,731	973,569	(22.1(2)
(1,237,092)	(588,102)	648,990	Transfers(To) Park Creek	(68.047,780)	(65,130,157)	(23,162)
(1,228,450)	(583,418)	645,032	Total: Other Financing Sources/(Uses)	(67,051,049)	(64,156,589)	2,917,623 2,894,460
-			Increase/(Decrease) in Net Assets			

Park Creek Metropolitan District Board Meeting Development Manager Agenda October 24, 2024

Project Update

<u>Award Recommendation</u>

Short Form Agreement

Work Order Approval

Change Order Approval