

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1 -17

www.berthoudheritagemetrodistrict.com

NOTICE OF SPECIAL MEETING AND AGENDA

NOTICE IS HEREBY GIVEN that the Boards of Directors (collectively the “Board”) of the Berthoud-Heritage Metropolitan District Nos. 1 – 17 (collectively, the “District”) of the Town of Berthoud, County of Larimer, State of Colorado, will hold a coordinated special meeting at the time, date, and conference information below, for the purpose of conducting such business as listed in the attached agenda, and such other business as may come before the Boards. At such meeting the Board of Directors of Berthoud-Heritage Metropolitan District No. 10 will make a final determination concerning the issuance of general obligation indebtedness pursuant to authorizing resolutions and other documents necessary in connection with the issuance of the Berthoud-Heritage Metropolitan District No. 10 Senior and Subordinate Limited Tax General Obligation Bonds, Series 2022. Notice of the meeting has been duly posted per §§32-1-903 (1)-(2) and 24-6-402(2)(c), C.R.S and SB21-212. The meeting is open to the public.

Due to the threat to health and safety posed by the COVID-19 pandemic, this meeting may be attended by electronically as provided below.

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expiration</u>	
		<u>Districts 1-9</u>	<u>Districts 10-17</u>
Jonathan A. Turner	President & Chairperson	May 2023	May 2022
Christopher J. Frye	Vice Chair & Asst. Sec/Treasurer	May 2023	May 2022
James I. Birdsall	Vice Chair & Asst. Sec/Treasurer	May 2023	May 2022
Elizabeth S. Birdsall	Vice Chair & Asst. Sec/Treasurer	May 2022	May 2023
Emily Kupec	Secretary/Treasurer	May 2022	May 2023

DATE: February 4, 2022 (Friday)
TIME: 1:00 p.m., or as soon thereafter as possible
PLACE: Wine Room; TPC Clubhouse; 2375 TPC Parkway
 Berthoud, CO 80513
 MS TEAMS

[Click here to join the meeting](#) (Please press the control key and click to access hyperlink)
<https://tinyurl.com/bdfh8vsx> (This link can be copied into your web browser)
[+1 720-721-3140](tel:+17207213140); Conference ID: 46396784# (If joining the meeting by phone)

I. ADMINISTRATIVE ITEMS

- A. Call to Order.
- B. Declaration of Quorum/Director disclosure of any potential conflicts of interest.
- C. Approval of Agenda. **(Pages 1-3)**
- D. Public Comments on non-agenda items. (Comments are limited to three (3) minutes per speaker).

Berthoud-Heritage Metropolitan District Nos. 1-17
February 4, 2022

II. CONSENT AGENDA

- A. Approval of Minutes – May 28, 2021 Special Board Meeting, June 8, 2021 Regular Meeting, August 19, 2021 Regular Meeting, November 3, 2021 Special Meeting, November 18, 2021 Special Meeting, November 29, 2021 Special Meeting, and December 13, 2021 Special Meeting. **(Pages 4-38)**
- B. Ratification of Payables. **(Pages 39-45)**

III. CAPITAL INFRASTRUCTURE ITEMS

- A. Consider Approval of Master Services Agreement and Work Order #2022-01 with Highland Development Services for campus engineer and cost certification services (\$TBD).
- B. Consider Approval of Capital Costs Acceptance and Improvement Acquisition of Clubhouse Phase 2 (\$TBD).
- C. Consider Approval of Capital Costs Acceptance and Improvement Acquisition of Pool (\$TBD).
- D. Consider Approval of Capital Costs Acceptance and Improvement Acquisition of Gate House (\$TBD).
- E. Consider Approval of Capital Costs Acceptance and Improvement Acquisition of Vantage Phase 2 (\$TBD).
- F. Consider Approval of Land Appraisal Valuations of Clubhouse Phase 1, Clubhouse Phase 2, Pool, and Pump House.
- G. Consider Approval of Resolution of the Districts to Reimburse Developer for Capital Public Improvement Costs and Other Expenses. **(To Be Distributed Under Separate Cover)**

IV. FINANCIAL ITEMS

- A. Finance Manager's Report.
- B. Consideration and Approval of Updated Fine and Enforcement Policy and District Fine Schedule. **(Pages 46-61)**
- C. Consideration and Approval Resolution Regarding Imposition of District Fees. **(Pages 62-77)**
- D. Consideration and Approval of COI contract with Pinnacle Consulting Group Inc.
- E. Public Hearing for 2021 Amended Budgets, as needed.
- F. Consider Adoption of 2021 Amended Budgets, Approval of Resolution to Adopt Budgets, and Appropriate Sums of Money, as needed. **(Page 78)**

V. LEGAL ITEMS

- A. Consider Approval of District Acceptance of Capital Improvements and Expenses for the Districts.
- B. Consider and Discuss Approval of Reimbursement to Developer for Prior Advances.
- C. Consider Approval of District No. 10 Resolution consisting of:
 - i. Consideration and Approval of District No. 10 Authorizing Resolution Regarding the Issuance of General Obligation Debt consisting of its Senior Limited Tax General Obligation Bonds Series 2022A and Subordinate Limited Tax General Obligation Bonds Series 2022B in the aggregate principal amount of up to \$22,000,000 (collectively, the "2022 Bonds") and requiring the imposition of ad

Berthoud-Heritage Metropolitan District Nos. 1-17
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valorem property taxes for the payment of such 2022 Bonds and including execution, issuance, and delivery of documents necessary to complete the 2022 Bond transactions, including but not limited to an Indenture of Trust (Senior), an Indenture of Trust (Subordinate), Continuing Disclosure Agreement, Bond Purchase Agreement, and related documents; making determinations and findings as to matters related to such transactions; authorizing incidental actions; and repealing prior inconsistent actions. **(Pages 79-91)**

- ii. Consider Approval of Amendments to the Developer Funding and Reimbursement Agreement for Advance and Reimbursement Agreement for Capital Costs, Improvement Acquisition Agreement and Adoption of Reimbursement Resolution and updates to any Promissory Notes related to the 2022 Bonds *(if necessary)*.
- iii. Consider Approval and Ratification of Engagement of Bond Consultants and Financial Consultants for Issuance of the District No. 10 2022 Bonds.

VI. DISTRICT MANAGER ITEMS

- A. Heron Lakes Golf Operations Update.
- B. Lonetree Reservoir Management Update.

VII. ITEMS FROM DIRECTORS

VIII. OTHER MATTERS

- IX. EXECUTIVE SESSION**, pursuant to Colorado Open Meeting Law §24-6-402(4) to consult with or receive advice from attorney regarding specific legal items, if necessary.

X. ADJOURNMENT

***The next Regular Meeting is scheduled for
Tuesday, May 10, 2022***

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING OF BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17

HELD
May 28, 2021

The Coordinated Special Meeting of the Board of Directors (collectively, “Board”) of Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively, “Districts”) was held at the TPC Welch Room; 2375 TPC Parkway, Berthoud, CO, 80513 on Friday, May 28, 2021, at 9:00 a.m.

ATTENDANCE

Directors in Attendance Were:

Jonathan A. Turner, President & Chairman
James I. Birdsall, V.P. & Asst. Secretary/Treasurer
Emily Kupec, Secretary/Treasurer
Elizabeth S. Birdsall, V.P. & Asst. Secretary/Treasurer

Absent and Excused:

Christopher J. Frye, V.P. & Asst. Secretary/Treasurer

Also in Attendance Were:

David O’Leary; Spencer Fane, LLP
Bill Zech; ALC V-Berthoud, LLC
D.J. Johnson, Re/Max Alliance
Carla Hawkins and Jesse Mestrovic; Pinnacle Consulting Group Inc.
Eric Harris, Tracie Kaminski, and Shannon McEvoy; Pinnacle Consulting Group Inc. (Via Teleconference)

CALL TO ORDER

The Coordinated Special Meeting of the Board of Directors of Berthoud-Heritage Metropolitan District Nos. 1 through 17 was called to order at 9:03 a.m. by Director J. Turner, President, noting that a quorum was present. The Directors confirmed their qualifications to serve on the Boards.

MEETING NOTICE

Mr. O’Leary reported Notice of the Meeting had been properly posted on the Districts’ website and at the clubhouse at least 24 hours in advance of the meeting.

CONFLICTS OF INTEREST DISCLOSURE

Mr. O’Leary noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts as all Board Members are associated with Heron Lakes Investments, LLC; Western Slope Mineral Company; Fairgrounds Business Park, LLC; Beach DP, LLC, Waterfront Development Inc., Windsor Plains, LLC, Three Lakes Development, Inc., The Birdsall Group, Inc. and Hillside

RECORD OF PROCEEDINGS

Commercial Group, Inc., and its predecessor entity, and its heirs, successors, affiliates, and assigns, the primary landowners and developer within the Districts. Mr. O’Leary advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF
AGENDA

The Boards reviewed the agenda. Upon a motion duly made by Director J. Turner, seconded by Director E. Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

The Boards opened the meeting to public comments. There being none, this portion of the meeting was closed.

DISTRICT MANAGER
ITEMS

Amended Fee Resolution for District No. 10: Ms. Hawkins discussed and requested approval of the Amended Fee Resolution establishing fees for District No. 10 to align with District No. 4. Upon motion duly made by Director J. Turner and seconded by Director J. Birdsall it was unanimously

RESOLVED to approve the Amended Fee Resolution establishing fees for District No. 10 to align with the District No. 4 fee schedule to and including attached family development fee of \$1,750 and general operations annual fee of \$1,000. It was unanimously

FURTHER RESOLVED to approve a modification review fee of \$500 for Heron Lakes subdivision applications and \$100 for Vantage minor modification applications.

LEGAL ITEMS

Public Hearing to discuss and Consider Approval of Exclusions from District No. 5: Upon motion by Director J. Turner and seconded by Director J. Birdsall the District No. 5 Board opened the Exclusion Hearing to the public. Mr. O’Leary stated notice of the hearing was published on May 25, 2021 in accordance with state law. There being no public input, upon motion duly made by Director J. Turner and

RECORD OF PROCEEDINGS

seconded by Director J. Birdsall the Board resolved to close the public hearing.

Mr. O'Leary noted petitions to exclude properties from District No. 5 has been received by the landowner ALC V-Berthoud, LLC. Mr. O'Leary asked the District No. 5 Board to consider Exclusion Resolutions approving the exclusion from District No. 5 of the following properties known as:

- 1) Tracts A through P inclusive and Tract X, as well as 38 Lots in Vantage Second Filing recorded May 10, 2019 at Reception No. 20190024426, Town of Berthoud, County of Larimer, State of Colorado located in the Southwest Quarter of Section 11, and the Northwest Quarter of Section 14, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado.
- 2) Vantage Subdivision Third Filing, A Replat of Tracts S, T, U and W, Vantage Subdivision Second Filing, recorded May 10, 2019 at Reception No. 20190024429, Larimer County Clerk and Recorder, Larimer County located in the Southwest Quarter of Section 11, and the Northwest Quarter of Section 14, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado.
- 3) Vantage Subdivision Fourth Filing, A Replat of Tracts Q and R, Vantage Subdivision Second Filing, recorded May 10, 2019 at Reception No. 20190024430, Larimer County Clerk and Recorder, Larimer County located in the Southwest Quarter of Section 11, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado.

Following review and discussion, and upon a motion duly made by Director J. Turner and seconded by Director J. Birdsall it was unanimously

RESOLVED to approve the Resolution Approving the Exclusion from District No. 5 of Tracts A through P inclusive and Tract X, as well as 38 Lots in Vantage Second Filing recorded May 10, 2019 at Reception No. 20190024426, Town of Berthoud, County of Larimer, State of Colorado located in the Southwest Quarter of Section 11, and the Northwest Quarter of Section 14, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado subject to verification of legal descriptions with the petitioner and surveyor. It was

FURTHER RESOLVED to approve the Resolution Approving the Exclusion from District No. 5 of Vantage Subdivision Third Filing, A Replat of Tracts S, T, U and W, Vantage Subdivision

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Second Filing, recorded May 10, 2019 at Reception No. 20190024429, Larimer County Clerk and Recorder, Larimer County located in the Southwest Quarter of Section 11, and the Northwest Quarter of Section 14, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado. In addition, it was

FURTHER RESOLVED to approve the Resolution Approving the Exclusion from District No. 5 of Vantage Subdivision Fourth Filing, A Replat of Tracts Q and R, Vantage Subdivision Second Filing, recorded May 10, 2019 at Reception No. 20190024430, Larimer County Clerk and Recorder, Larimer County located in the Southwest Quarter of Section 11, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado.

Public Hearing to discuss and Consider Approval of an Exclusion from District No. 11: Upon motion by Director J. Turner and seconded by Director J. Birdsall the District No. 11 Board opened the Hearing to the public. Mr. O'Leary stated notice of the hearing was published on May 25, 2021 in accordance with state law. There being no public input, upon motion duly made by Director J. Turner and seconded by Director J. Birdsall the Board resolved to close the public hearing.

Mr. O'Leary presented the Resolution Approving the Exclusion to District No. 11 of Tract P, Vantage Subdivision Second Filing, recorded at Reception 20190024426, Town of Berthoud, County of Larimer, State of Colorado located in the Southwest Quarter of Section 11, and the Northwest Quarter of Section 14, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado. Following review and discussion, and upon a motion duly made by Director J. Turner and seconded by Director J. Birdsall it was unanimously

RESOLVED to approve the Resolution Approving the Exclusion from District No. 11 of Tract P, Vantage Subdivision Second Filing, recorded at Reception 20190024426, Town of Berthoud, County of Larimer, State of Colorado located in the Southwest Quarter of Section 11, and the Northwest Quarter of Section 14, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado.

Public Hearing to discuss and Consider Approval of Inclusion from District No. 10: Upon motion by Director J. Turner and seconded by Director J. Birdsall the District No. 10 Board opened the Hearing to the public. Mr. O'Leary stated notice of the hearing was published on May 25, 2021 in accordance with state law. There being no public

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input, upon motion duly made by Director J. Turner and seconded by Director J. Birdsall the Board resolved to close the public hearing.

Mr. O'Leary presented the Resolution Approving the Inclusion to District No. 10 of Tracts A through M inclusive, and Tracts P and X, as well as 38 Lots in Vantage Second Filing recorded May 10, 2019 at Reception No. 20190024426, Town of Berthoud, County of Larimer, State of Colorado, Town of Berthoud, County of Larimer, State of Colorado, located in the Southwest Quarter of Section 11, and the Northwest Quarter of Section 14, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado. Following review and discussion, and upon a motion duly made by Director J. Turner and seconded by Director J. Birdsall it was unanimously

RESOLVED to approve the Resolution Approving the Inclusion to District No. 10 of Tracts A through M inclusive, and Tracts P and X, as well as 38 Lots in Vantage Second Filing recorded May 10, 2019 at Reception No. 20190024426, Town of Berthoud, County of Larimer, State of Colorado, Town of Berthoud, County of Larimer, State of Colorado, located in the Southwest Quarter of Section 11, and the Northwest Quarter of Section 14, Township 4 North, Range 69 west of the 6th P.M., Town of Berthoud, County of Larimer, State of Colorado subject to verification of the legal descriptions with the petitioner and surveyor.

Consider Approval and Ratification of Intergovernmental Agreement between Berthoud Heritage Metropolitan District Nos. 1-17 and the Town of Berthoud: Mr. O'Leary discussed the updated Town IGA with the Town of Berthoud. This IGA was updated in accordance with the recent service plan amendment to include all of the Berthoud Heritage Metropolitan Districts and include any changes or comments from the Town or its legal counsel. This agreement amends and restates the original Town IGA between the Town and District Nos. 1-9 to include the new districts. Following review and discussion, and upon a motion duly made by Director J. Turner and seconded by Director J. Birdsall it was unanimously

RESOLVED to approve the Amended and Restated Intergovernmental Agreement by and among the Town of Berthoud and the Berthoud-Heritage Metropolitan District Nos. 1-17.

BOARD MEMBER ITEMS

The Board reviewed a resident request for installation of gas lanterns as an alternative to electric sconces. The Board gave direction that this type of lighting within the Heron Lakes subdivision is an acceptable type of lighting and will be reviewed and approved on a

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case-by-case bases. The Board also discussed a homeowner's request to install a pool with a pool cover in their yard. After discussion, the consensus of the Board was to allow the installation of a pool with a cover contingent on the owner following all Town code requirements with the understanding the District's focus would be concentrated on the aesthetics of the pool/landscaping to be installed.

ADJOURNMENT

There being no further business to come before the Boards at this time, the meeting was adjourned at 10:14 a.m.

Respectfully submitted,

Elaina Cobb
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17

HELD
June 8, 2021

The Coordinated Regular Meeting of the Board of Directors (collectively, “Board”) of Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively, “Districts”) was held at the TPC Banquet Room; 2375 TPC Parkway, Berthoud, CO, 80513 on Tuesday, June 8, 2021, at 9:00 a.m.

ATTENDANCE

Directors in Attendance Were:

Jonathan A. Turner, President & Chairperson
James I. Birdsall, V.P. & Asst. Secretary/Treasurer
Emily Kupec, Secretary/Treasurer
Elizabeth S. Birdsall, V.P. & Asst. Secretary/Treasurer

Absent and Excused:

Christopher J. Frye, V.P. & Asst. Secretary/Treasurer

Also in Attendance Were:

David O’Leary; Spencer Fane, LLP
Bill Zech; ALC V-Berthoud, LLC
John Buser; TPC Colorado
Carla Hawkins, Amanda Castle, Shannon McEvoy, Jesse Mestrovic,
Casey Milligan, and Elaina Cobb; Pinnacle Consulting Group Inc.

(Also in Attendance Were: Via Teleconference)

Tracie Kaminski; Pinnacle Consulting Group Inc.
Robbie Lunt; Member of Lonetree Lake Club

CALL TO ORDER

The Coordinated Regular Meeting of the Board of Directors of Berthoud-Heritage Metropolitan District Nos. 1 through 17 was called to order at 9:00 a.m. by Director J. Turner, President, noting that a quorum was present. The Directors confirmed their qualifications to serve on the Boards.

MEETING NOTICE

Mr. O’Leary reported Notice of the Meeting was properly posted on the Districts’ website and at the clubhouse at least 24 hours in advance of the meeting.

CONFLICTS OF INTEREST

Mr. O’Leary noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts as all Board

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DISCLOSURE

Members are associated with Heron Lakes Investments, LLC; Western Slope Mineral Company; Fairgrounds Business Park, LLC; Beach DP, LLC, Waterfront Development Inc., Windsor Plains, LLC, Three Lakes Development, Inc, Birdsall Group, Inc. and Hillside Commercial Group, Inc., and its predecessor entity, and its heirs, successors, affiliates, and assigns, the primary landowners and developer within the Districts. Mr. O’Leary advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF AGENDA

The Board reviewed the agenda. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

APPROVAL OF MINUTES

The minutes of the March 9, 2021 Special Meeting minutes were presented and reviewed. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, it was unanimously

RESOLVED to approve the March 9, 2021 Special Meeting minutes, as presented.

PUBLIC COMMENT

The Board opened the meeting to public comments.

Mr. Lunt requested the District No. 1 Board reconsider the Lonetree Lake Club membership policy. Mr. Lunt explained he and his wife are members of the TPC Golf Course and members of the Lonetree Lake Club and enjoy the amenities. He stated in 2020 when he originally obtained membership he was told current members would receive priority memberships for the following year. Mr. Lunt also noted that when he went to obtain membership for the 2021 membership year he was told the membership policy had changed and membership renewal was not automatically renewed and applicants would need to re-apply each year. Mr. Lunt requested the Board grandfather 2020 members to have their memberships automatically

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renewed on a annual basis. Director J. Turner summarized the operations for the reservoir and provided explanation on the policy as the District reviews historical use, establishes both resident and non-resident membership, and determines use and stabilization of the capacity of the reservoir. Director J. Turner suggested the Board consider Mr. Lunt's request during the annual budget discussions later this year and after the second year of operations.

CAPITAL
INFRASTRUCTURE
ITEMS

Vantage Phase I Capital Public Cost Acceptance for Public Improvements: Mr. Milligan presented and requested approval of Vantage Phase I Capital Public Cost Acceptance for Public Improvements. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the Vantage Phase I Capital Public Cost Acceptance for Public Improvements in an amount of \$7,003,890.84 subject to finalization of the engineer's certification of costs and Pinnacle's asset acceptance walk-through with the Developer.

Resolution of the Districts to Reimburse Capital Public Improvement Costs and Expenses: Mr. O'Leary presented and requested approval of Resolution 2021-06-08-01 to support the reimbursement of Vantage Phase I Capital Public Improvement costs. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution 2021-06-08-01 to Reimburse Capital Public Improvement Costs and Expenses in the amount of \$7,003,890.84 subject to finalization of the engineer's certification of costs and Pinnacle's asset acceptance walk-through with the Developer.

FINANCIAL ITEMS

Ratification of Claims: Ms. Castle reviewed the check detail dated February 27, 2021 through June 2, 2021 for Berthoud-Heritage District No. 1 totaling \$2,891,314.90 including monthly expense and employee payroll checks, bank fees, and ACH payments. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to ratify the Check Detail reports including the disbursements, bank fees, and ACH payments noted above.

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Finance Manager's Report: Ms. Castle presented the Financial Statements through March 31, 2021 and answered questions. Following discussion and upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the March 31, 2021 Financial Statements as presented.

OPERATIONS REPORT

Lonetree Reservoir Management Update: Mr. Mestrovic provided an update to the Boards on the status of Lake Operations and answered questions. Mr. Mestrovic requested Board ratification for the purchase of lake equipment. Mr. Mestrovic also requested approval of the 2021 Operational Plan. Upon motion duly made by Director J. Turner and seconded by Director J. Birdsall it was unanimously

RESOLVED to ratify the purchase of lake equipment. It was,

FURTHER RESOLVED to approve the 2021 Operational Plan, as amended to include a policy stating on weekends all motorboat attendees and guest arrive in the same vehicle to free up parking spaces for additional members.

Heron Lakes Golf Operations Update: Mr. Buser provided the Boards an update on Heron Lakes Golf Operations and answered questions noting 2021 was continuously tracking well financially. Mr. Buser also noted that due to a lack of culinary staff the opening of 773 Prime is delayed. Lastly, Mr. Buser noted pool furniture is due to be delivered on June 12th and the pool should open in the next 10 days after the chemicals and water temperature have reach appropriate levels.

DISTRICT MANAGER ITEMS

District Manager's Report: Mr. McEvoy presented the Manager's Report to the Boards and answered questions. Mr. McEvoy noted the 4th of July fireworks display has been approved by Berthoud Fire Department. Mr. McEvoy stated the District has implemented MailChimp which has the ability to send emails to specific District constituents and the District's email is being set to generates automatic replies providing timelines on when residents can expect a response and/or different documents to be returned.

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Discussion of Status of Site Inspections and Construction Deposit Refunds: The Boards discussed the status of site inspections and construction deposit refunds. Ms. Hawkins agreed to set up site inspection meeting prior to the end of the month.

LEGAL ITEMS

Public Hearing to Consider Approval of the Resolution Approving the Inclusion into District No. 4 of Tracts D through I inclusive, as well as 38 Lots in Vantage Subdivision Second Filing: Upon motion by Director J. Turner and seconded by Director J. Birdsall the District No. 4 Board opened the Hearing to the public. Mr. O’Leary stated notice of the hearing was published on June 05, 2021 in accordance with state law. This inclusion clarified the prior inclusion held June 4 to ensure the lots within the Vantage Subdivision Second Filing were all included into District No. 4 rather than District No. 10. This inclusion replaces and corrects the property and boundaries are corrected by the petitions for inclusion received by the property owner. There being no public input, upon motion duly made by Director J. Turner and seconded by Director J. Birdsall the Board resolved to close the public hearing.

Mr. O’Leary presented the Resolution for Inclusion into District No. 4 of Tracts D though I inclusive, as well as 38 Lots in Vantage Subdivision Second Filing. Following discussion and upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Approving the Inclusion into District No. 4 of Tracts D though I inclusive, as well as 38 Lots in Vantage Subdivision Second Filing recorded May 10, 2019 at Reception No. 20190024426, Larimer County Clerk and Recorder, Town of Berthoud, County of Larimer, State of Colorado.

Public Hearing to Consider Approval of the Resolution Approving the Inclusion into District No. 10 of Tracts N, O and V, Vantage Subdivision Second Filing: Upon motion by Director J. Turner and seconded by Director J. Birdsall the District No. 10 Board opened the Hearing to the public. Mr. O’Leary stated notice of the hearing was published on June 05, 2021 in accordance with state law. There being no public input, upon motion duly made by Director J. Turner and seconded by Director J. Birdsall the Board resolved to close the public hearing.

Mr. O’Leary presented the Resolution for the Inclusion into District No. 10 of Tracts N, O and V, Vantage Subdivision Second Filing. This resolution updates and corrects the prior petition for inclusion to correctly reflect the boundaries and request of the property owner

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petitioning for inclusion of the property. Following discussion and upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution for the Inclusion into District No. 10 of Tracts N, O and V, Vantage Subdivision Second Filing recorded May 10, 2019 at Reception No. 20190024426, Larimer County Clerk and Recorder, Town of Berthoud, County of Larimer, State of Colorado.

McNeil Reservoir Lease: The Board briefly discussed McNeil Reservoir operations and access. Director J. Birdsall stated he would draft a management plan for the reservoir. It was noted there will not be a walking trail around the reservoir. The Board agreed to table further discussion regarding a lease agreement until a later date when the lease and operational plan can be approved together.

Discuss and Consider Approval of Joint Funding and Reimbursement Agreement between Heron Lakes Investments, LLC and ALC-V Berthoud, LLC for District Nos. 1 & 10: Mr. O’Leary stated a funding and reimbursement agreement was needed for public infrastructure improvements related to the Vantage subdivision. Discussion on this matter was tabled for a future meeting.

BOARD MEMBER ITEMS

Insurance and Swimming Pool: The Board directed staff to ensure the pool was properly insured prior to its pending opening.

Emergency Communications: The Board noted they would like to be informed when emergencies arise at any of the District facilities. After discussion, the Board directed staff to draft reporting criteria and a standardized incident report for implementation throughout all facilities for each District.

ADJOURNMENT

There being no further business to come before the Boards at this time, the meeting was adjourned at 10:09 a.m.

Respectfully submitted,

Elaina Cobb
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING OF

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17

HELD
August 19, 2021

The Coordinated Special Meeting of the Board of Directors (collectively, “Board”) of Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively, “Districts”) was held at Hillside Commercial Group, Inc, 6355 N. Fairgrounds Ave, Suite 300 Windsor CO, 80550 on Thursday, August 19, 2021, at 9:00 a.m.

ATTENDANCE

Directors in Attendance Were:

Jonathan A. Turner, President & Chairman
James I. Birdsall, V.P. & Asst. Secretary/Treasurer
Emily Kupec, Secretary/Treasurer
Elizabeth S. Birdsall, V.P. & Asst. Secretary/Treasurer

Absent and Excused:

Christopher J. Frye, V.P. & Asst. Secretary/Treasurer

Also in Attendance Were:

David O’Leary; Spencer Fane, LLP
Bill Zech; ALC V-Berthoud, LLC (Via teleconference)
John Buser; TPC Colorado
D.J. Johnson, Re/Max Alliance
Carla Hawkins and Shannon McEvoy; Pinnacle Consulting Group Inc.
Tracie Kaminski and Amanda Castle; Pinnacle Consulting Group Inc. (Via teleconference)
Benny Leighton and Nanci Garnand; Berthoud-Heritage constituents

CALL TO ORDER

The Coordinated Special Meeting of the Board of Directors of Berthoud-Heritage Metropolitan District Nos. 1 through 17 was called to order at 9:01 a.m. by Director J. Turner, President, noting that a quorum was present. The Directors confirmed their qualifications to serve on the Boards.

MEETING NOTICE

Mr. O’Leary reported Notice of the Meeting had been properly posted on the Districts’ website and at the clubhouse at least 24 hours in advance of the meeting.

RECORD OF PROCEEDINGS

CONFLICTS OF
INTEREST
DISCLOSURE

Mr. O’Leary noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts as all Board Members are associated with Heron Lakes Investments, LLC; Western Slope Mineral Company; Fairgrounds Business Park, LLC; Beach DP, LLC, Waterfront Development Inc., Windsor Plains, LLC, Three Lakes Development, Inc, Birdsall Group, Inc. and Hillside Commercial Group, Inc., and its predecessor entity, and its heirs, successors, affiliates, and assigns, the primary landowners and developer within the Districts. Mr. O’Leary advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF
AGENDA

The Board reviewed the agenda. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

The Board opened the meeting to public comments. There being none, this portion of the meeting was closed.

LEGAL ITEMS

Discuss and Consider Approval of Master Intergovernmental Agreements to include District Nos. 10-17 and necessary Infrastructure Acquisition and Advance and Reimbursement Agreements for Capital Infrastructure Improvements for the Vantage Subdivision: Mr. O’Leary discussed and requested approval of Master Intergovernmental Agreements to include District Nos. 10-17 and necessary Infrastructure Acquisition and Advance and Reimbursement Agreements for Capital Infrastructure Improvements for the Vantage Subdivision. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve a Master Intergovernmental Agreements to include District Nos. 10-17. It was,

RECORD OF PROCEEDINGS

FURTHER RESOLVED to approve the Infrastructure Acquisition, subject to final review by Districts 1 & 10 Board members and developer. It was,

FURTHER RESOLVED to approve the Advance and Reimbursement Agreements for Capital Infrastructure Improvements for the Vantage Subdivision.

Discuss and Consider Approval of Code of Conduct Policy for all District Facilities and Amenities: Mr. O’Leary discussed and requested approval of a Code of Conduct Policy for all District Facilities and Amenities. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve a Code of Conduct Policy for all District Facilities and Amenities.

DISTRICT MANAGER
ITEMS

Discuss and Consider Approval of the Amendment to Fee Resolution Establishing Non-pot Water Usage Rates for District No. 6 (Heron-Lakes Townhomes – Filings 7 & 15, Attached Family Homes): Ms. Hawkins discussed and requested approval of the Amendment to the Fee Resolution Establishing Non-pot Water Usage Rates for District No. 6 (Heron-Lakes Townhomes – Filings 7 & 15, Attached Family Homes). Upon a motion duly made by Director J. Birdsall, seconded by Director J. Turner, and upon vote, unanimously carried, it was

RESOLVED to approve an Amendment to the Fee Resolution Establishing Non-pot Water Usage Rates for District No. 6 (Heron-Lakes Townhomes – Filings 7 & 15, Attached Family Homes) subject to further review of additional municipality water rates and determining an equitable market rate for non-potable water.

Consider Ratification of Updates to the Heron Lakes Design Rules and Regulations: Director Birdsall discussed updates to the Heron Lakes Design Rules and Regulations. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to ratify the revised Heron Lakes Design Rules and Regulations dated August 3, 2021.

RECORD OF PROCEEDINGS

BOARD MEMBER ITEMS

The Board discussed the shorelines along Lonetree Reservoir Rookery lots as well as the McNeil Reservoir. Director J. Birdsall noted he would be finalizing the McNeil Reservoir management plan after compiling feedback from homeowners encouraging the Board to allow beach areas in back yards leading to the reservoir property. The reservoir plan will also provide guidance on maintenance responsibilities for maintaining the individual lots adjacent to the reservoir shorelines. It was noted cleanup of the shoreline and native area mowing continues by contractor, Bear Paw. Native seeded areas will take two to three years for establishment. The District will provide continual education on the length of time for establishment and effective management techniques for continued germination of seed in the native areas.

ADJOURNMENT

There being no further business to come before the Boards at this time, the meeting was adjourned at 9:45 a.m.

Respectfully submitted,

Elaina Cobb
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING OF

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17

HELD
November 3, 2021

The Coordinated Special Meeting of the Board of Directors (collectively, “Board”) of Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively, “Districts”) was held via teleconference and in person at TPC Clubhouse, 2375 TPC Parkway, Welch Room Berthoud CO, 80513 on Wednesday, November 3, 2021, at 11:00 a.m.

ATTENDANCE

Directors in Attendance Were:

Jonathan A. Turner, President & Chairman
James I. Birdsall, V.P. & Asst. Secretary/Treasurer
Emily Kupec, Secretary/Treasurer
Elizabeth S. Birdsall, V.P. & Asst. Secretary/Treasurer

Absent and Excused:

Christopher J. Frye, V.P. & Asst. Secretary/Treasurer

Also in Attendance Were:

David O’Leary; Spencer Fane, LLP
Bill Zech; ALC V-Berthoud, LLC
Carla Hawkins, Shannon McEvoy, Tracie Kaminski, Jessie Mestrovic, Amanda Castle, Kirsten Starman and Elaina Cobb; Pinnacle Consulting Group Inc.
Martha Turner and Warren Turner; Hillside Commercial Group.

CALL TO ORDER

The Coordinated Special Meeting of the Board of Directors of Berthoud-Heritage Metropolitan District Nos. 1 through 17 was called to order at 11:00 a.m. by Director J. Turner, President, noting that a quorum was present. The Directors confirmed their qualifications to serve on the Boards.

MEETING NOTICE

Mr. O’Leary reported Notice of the Meeting had been properly posted on the Districts’ website and at the clubhouse at least 24 hours in advance of the meeting.

CONFLICTS OF INTEREST DISCLOSURE

Mr. O’Leary noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts as all Board Members are associated with Heron Lakes Investments, LLC; Western Slope Mineral Company; Fairgrounds Business Park, LLC;

RECORD OF PROCEEDINGS

Beach DP, LLC, Waterfront Development Inc., Windsor Plains, LLC, Three Lakes Development, Inc, Birdsall Group, Inc. and Hillside Commercial Group, Inc., and its predecessor entity, and its heirs, successors, affiliates, and assigns, the primary landowners and developer within the Districts. Mr. O’Leary advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF
AGENDA

The Board reviewed the agenda. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

The Board opened the meeting to public comments. There being none, this portion of the meeting was closed.

LEGAL ITEMS

Amended and Restated Improvement Acquisition Agreement between District No. 1 and No. 10; Capital Infrastructure Acceptance Documentation for Vantage Filings 3 & 4; Amended and Restated Advance and Reimbursement Agreement for Capital Costs between District Nos. 1, 10 and Heron Lakes Investments, LLC and ALC-V – Berthoud, LLC: Mr. O’Leary discussed, outlined and requested the Boards’ approval of the various capital infrastructure agreements necessary for development of Vantage Lots in Filings 3 and 4 to be constructed by Melody Homes, aka: DR Horton. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended and Restated Improvement Acquisition Agreement between District No. 1 and No. 10. It was,

FURTHER RESOLVED to approve the Capital Infrastructure Acceptance Documentation Agreement for Vantage Filings 3 & 4. It was,

RECORD OF PROCEEDINGS

FURTHER RESOLVED to approve the Amended and Restated Advance and Reimbursement Agreement for Capital Costs between District Nos. 1, 10, Heron Lakes Investments, LLC, and ALC-V – Berthoud, LLC.

Vantage Subdivision First Supplemental Declaration for Handy Ditch Easement; to the Vantage Subdivision Declaration of Covenants, Conditions, Restrictions, and Easements for Vantage Filing 3 & 4;

RESOLVED to approve the Vantage Subdivision First Supplemental to the Vantage Subdivision Declaration of Covenants, Conditions, Restrictions, and Easements for Vantage Filing 3 & 4 for Handy Ditch Easement.

Engagement of Bond and Financial Consultants Regarding District No. 10 Financing: Ms. Castle present the market study proposals for consideration by the Board. Mr. O’Leary discussed and requested approval of bond and financial consultants for the issuance of District No. 10 bonds. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve engagement of Bond and Financial Consultants for District No. 10 financing as follows:

King and Associates – market study
Wells Fargo, Bond Underwriter, subject to final review of engagement letter
Kline Alvarado Veio, P.C., KC Veio, District and Bond legal counsel, subject to final review of engagement letter
Spencer Fane, P.C., David O’Leary, District Counsel
Pinnacle Consulting Group, Inc., Finance and Management

The Board requested a kick off meeting with Luke Kelly of King & Associates for the week of November 8th.

BOARD MEMBER
ITEMS

The Board requested a kick-off meeting to discuss capital infrastructure acceptance status, documentation, and procedures with Pinnacle team in mid-December.

NEXT MEETING
DATES

The Boards will be meeting the following dates:

Board Meeting, Thursday, November 18, 2021 at 9 am.
Board Meeting, Monday, December 13, 2021 at 9 am.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Boards at this time, the meeting was adjourned at 12:00 p.m.

Respectfully submitted,

Elaina Cobb
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING OF

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17

HELD
November 18, 2021

The Coordinated Special Meeting of the Board of Directors (collectively, “Board”) of Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively, “Districts”) was held at was held via teleconference and in person at TPC Clubhouse, 2375 TPC Parkway, Welch Room Berthoud CO, 80513 on Thursday, November 18, 2021, at 9:00 a.m.

ATTENDANCE

Directors in Attendance Were:

Jonathan A. Turner, President & Chairman
Emily Kupec, Secretary/Treasurer
James I. Birdsall, V.P. & Asst. Secretary/Treasurer
Christopher J. Frye, V.P. & Asst. Secretary/Treasurer (Via teleconference)

Absent and Excused:

Elizabeth S. Birdsall, V.P. & Asst. Secretary/Treasurer

Also in Attendance Were:

David O’Leary and Lisa Mayers; Spencer Fane, LLP
Warren Turner; Hillside Commercial Group, Inc.
Bill Zech; ALC V-Berthoud, LLC (Via teleconference)
John Buser; TPC Colorado
D.J. Johnson, Sotherby’s International Realty
Carla Hawkins, Shannon McEvoy, Jesse Mestrovic, Amanda Castle and Tracie Kaminski; Pinnacle Consulting Group, Inc.
Casey Milligan, Peggy Dowswell, Elaina Cobb, Kieyesia Conaway, Josh McReynolds, Doug Campbell and Daryl Fields; Pinnacle Consulting Group Inc. (Via teleconference)
Roger Freeman, Roger Freeman, LLC
Kim Herman, Nancy Garnand, Benny Leighton; Berthoud-Heritage constituents

CALL TO ORDER

The Coordinated Special Meeting of the Board of Directors of Berthoud-Heritage Metropolitan District Nos. 1 through 17 was called to order at 9:05 a.m. by Director J. Turner, President, noting that a quorum was present. The Directors confirmed their qualifications to serve on the Boards.

RECORD OF PROCEEDINGS

MEETING NOTICE

Mr. O’Leary reported Notice of the Meeting had been properly posted on the Districts’ website and at the clubhouse at least 24 hours in advance of the meeting.

CONFLICTS OF INTEREST DISCLOSURE

Mr. O’Leary noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts as all Board Members are associated with Heron Lakes Investments, LLC; Western Slope Mineral Company; Fairgrounds Business Park, LLC; Beach DP, LLC, Waterfront Development Inc., Windsor Plains, LLC, Three Lakes Development, Inc, Birdsall Group, Inc. and Hillside Commercial Group, Inc., and its predecessor entity, and its heirs, successors, affiliates, and assigns, the primary landowners and developer within the Districts. Mr. O’Leary advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF AGENDA

The Boards reviewed the agenda. Upon a motion duly made by Director J. Turner, seconded by Director E. Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended.

MINUTES

The Board reviewed the May 28, 2021 Special Board Meeting, June 8, 2021 Regular Meeting, and August 19, 2021 Regular Meeting Minutes. Upon a motion duly made by Director J. Turner, seconded by Director E. Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve the May 28, 2021 Special Board Meeting, June 8, 2021 Regular Meeting, and August 19, 2021 Regular Meeting Minutes, as presented.

RECORD OF PROCEEDINGS

PUBLIC COMMENT

Roger Freeman, Attorney and Chair of the Board of the Colorado Solar and Storage Association, addressed the Board regarding the benefits of solar energy. Mr. Freeman also noted he was attending the meeting on behalf of Kevin Larson, owner of 3298 Heron Lakes Parkway. Mr. Larson has a solar application into the ACC for consideration and are awaiting updated guidelines for solar within the Heron Lakes subdivision. Board Member and ACC committee member J. Birdsall, the committee is currently working up updates to the guidelines and anticipates having a draft for the Board's review and approval at a future meeting anticipated before the end of the year. Once the guidelines are approved, they will be posted on the District's website and be available for Mr. Larson and Mr. Freeman.

OPERATIONAL MATTERS

Heron Lakes Golf Operations Update: Mr. Buser provided an update on the Heron Lakes Golf Operations to the Boards.

Lonetree Reservoir Management: Mr. McEvoy updated the Board on Lonetree Reservoir Operations noting management is proposing the closure of operations for the season in an effort to minimize expenses. Pinnacle Consulting Group Inc.'s recommendation for future operational staff be managed by HLGO vs. District No. 1 hiring employees and all the requirements for such a small staff. Ms. Hawkins noted a real estate agent is inquiring about the transfer or the Lonetree dock license agreement and whether it runs with the property or the owner. The Board's direction was that the license agreement runs with the property and is transferrable upon the payment of a transfer fee and a new license agreement being signed by the buyer of lots within the Rookery that qualify to have reservoir access from the lot.

McNeil Reservoir Operational Plan: The McNeil reservoir plan will provide guidance on maintenance responsibilities for maintaining the individual lots adjacent to the reservoir shorelines. Further discussion was tabled for a future meeting once the plan is finalized and reviewed by the Board.

Heron Lakes Residential Improvements Rules and Regulations: This item was previously discussed under the public comments section and once the proposed amendment is drafted, it will be presented to the Board for approval.

Spa & Fitness Update: Director E. Kupec noted with the anticipated opening in early 2022, efforts are underway to put together the operational plan for the fitness center.

RECORD OF PROCEEDINGS

FINANCIAL ITEMS

Bond Fund Summary: Ms. Castle gave a brief update on the District No. 10 bond issuance, noting there was a kick off meeting scheduled later in the day.

Ratification of Claims: Ms. Castle reviewed the payables listing dated October 6, 2021 through November 15, 2021 for Berthoud-Heritage Metropolitan District No. 1 totaling \$264,097.79, including monthly expense and employee payroll checks, bank fees, and ACH payments. After discussion and upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to ratify the payables listing dated October 6, 2021 through November 15, 2021 for Berthoud-Heritage Metropolitan District No. 1 totaling \$264,097.79 as noted above.

Financial Statements: Ms. Castle reviewed the September 30, 2021 Statement of Revenues and Expenditures with the proposed 2022 Budgets for each District. Discussion ensued on each of the Districts. After discussion and upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the September 30, 2021 Financial Statements.

2021 AMENDED AND 2022 BUDGET HEARINGS

It was reported in 2021, District No. 1 is anticipating over \$500,000 more in revenues and an approximate \$228,000 over in expenses within the general fund budget for the year. The Board also focused their review on the facility operations and reservoir program and maintenance funds in District No. 1. The Board's consensus was the reservoir budget must break even. After further discussion, the Board directed Chairman, J. Turner to work with Pinnacle Consulting Group to review the District No. 1 budget for presentation at the next meeting. It was moved, seconded, and unanimously carried to continue the meeting and budget public hearings for consideration of the 2021 Amended and 2022 Budgets be on November 29, 2021 at 9 am.

FINANCIAL ITEMS CONTINUED

2021 Auditors Contract: The 2021 Auditors Contract was continued to November 29, 2021.

DISTRICT MANAGER ITEMS

Master Service Agreement and Work Order 2021-01 With NOCO CFO for Architectural Review Services: Mr. McEvoy requested ratification of the Master Service Agreement and Work Order 2021-01 with NOCO CFO for Architectural Review Services for the

RECORD OF PROCEEDINGS

District No. 1 Board's consideration. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to ratify the Master Service Agreement and Work Order 2021-01 With NOCO CFO, LLC for Architectural Review Services within Heron Lakes subdivision.

Fitness Center Equipment with Technogym USA Acquisition: Mr. McEvoy presented for ratification the purchase of the fitness center equipment with Technogym USA. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to ratify the acquisition of fitness center equipment with Technogym USA in the amount totaling \$223,179.03.

Contract Modifications Summary: The Contract Modifications Summary for ACC services, Lonetree gate installation and Vantage Subdivision O&M Services was presented for the Boards consideration. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to ratify the Contract Modifications, as presented.

Amendments to District Fee Resolution for District Nos. 1-17 effective January 1, 2022: Mr. McEvoy presented the Amended District Fee Resolution for District Nos. 1-17 effective January 1, 2022 for the Boards consideration. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended to the District Fee Resolution for District Nos. 1-17 effective January 1, 2022 to streamline collection processes for the implementation of the EUnify software system for the management of accounts receivables and property database.

Transparency Notices: Mr. McEvoy presented the Transparency Notices for District Nos. 1-17 for the Boards consideration. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve the Transparency Notices for District Nos. 1-17.

RECORD OF PROCEEDINGS

Exclusion from Worker's Compensation Insurance for District Nos. 2-17: Mr. McEvoy presented the Exclusion from Worker's Compensation Insurance for District Nos. 2-17 for the Boards consideration. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve the Exclusion from Worker's Compensation Insurance for District Nos. 2-17.

2022 Administrative Matters and Election Resolutions: Mr. McEvoy presented the 2022 Administrative Matters and Election Resolutions for the Boards consideration. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve both the 2022 Administrative Matters Resolution and the 2022 Election Resolution.

Master Services Agreement & Work Orders for 2022 Services: Mr. Campbell requested approval of the Master Services Agreements & Work Orders for 2022 services for the Vantage subdivision assets accepted in 2021. Upon a motion duly made by Director J. Turner, seconded by Director Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Services Agreement & Work Orders for services to be provided in the Vantage subdivision.

LEGAL ITEMS

McNeil Reservoir Sublease Agreement between Heron Lakes Investment, LLC, and District No. 1: Mr. O'Leary discussed and requested approval of McNeil Reservoir Sublease Agreement between Heron Lakes Investment, LLC, and District No. 1. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the McNeil Reservoir Sublease Agreement between District No. 1 and Heron Lakes Investment, LLC.

Covenant and Fine Enforcement Policy Resolution for District Nos. 1-17: Mr. O'Leary discussed and requested approval of a Covenant and Fine Enforcement Policy Resolution for District Nos. 1-17. Upon a motion duly made by Director J. Turner, seconded by Director E. Kupec, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve a Covenant and Fine Enforcement Policy Resolution for District Nos. 1-17.

BOARD MEMBER ITEMS There were no additional items brought before the Board.

ADJOURNMENT The meeting was continued to November 29, 2021 at 9:00 a.m.

Respectfully submitted,

Elaina Cobb
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED CONTINUED SPECIAL MEETING OF

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17

HELD
November 29, 2021

The Coordinated Continued Special Meeting of the Board of Directors (collectively, “Board”) of Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively, “Districts”) was held at was held via teleconference and in person at Hillside Commercial Group, Inc, 6355 N. Fairgrounds Ave, Suite 300, Windsor CO, 80550 on Monday, November 29, 2021, at 9:00 a.m.

ATTENDANCE

Directors in Attendance Were:

Jonathan A. Turner, President & Chairman
Emily Kupec, Secretary/Treasurer
Christopher J. Frye, V.P. & Asst. Secretary/Treasurer (Via teleconference)

Absent and Excused:

James I. Birdsall, V.P. & Asst. Secretary/Treasurer
Elizabeth S. Birdsall, V.P. & Asst. Secretary/Treasurer

Also in Attendance Were:

David O’Leary; Spencer Fane, LLP
Warren Turner; Hillside Commercial Group, Inc.
Carla Hawkins, Shannon McEvoy; Pinnacle Consulting Group, Inc.
Amanda Castle, Tracie Kaminski, Elaina Cobb, Kirsten Starman, and
Casey Milligan; Pinnacle Consulting Group Inc. (Via teleconference)

CALL TO ORDER

The Coordinated Continued Special Meeting of the Board of Directors of Berthoud-Heritage Metropolitan District Nos. 1 through 17 was called to order at 9:20 a.m. by Director J. Turner, President, noting that a quorum was present. The Directors confirmed their qualifications to serve on the Boards.

MEETING NOTICE

Mr. O’Leary reported Notice of the Meeting had been properly posted on the Districts’ website and at the clubhouse at least 24 hours in advance of the meeting.

CONFLICTS OF INTEREST DISCLOSURE

Mr. O’Leary noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts as all Board Members are associated with Heron Lakes Investments, LLC; Western Slope Mineral Company; Fairgrounds Business Park, LLC;

RECORD OF PROCEEDINGS

Beach DP, LLC, Waterfront Development Inc., Windsor Plains, LLC, Three Lakes Development, Inc, Birdsall Group, Inc. and Hillside Commercial Group, Inc., and its predecessor entity, and its heirs, successors, affiliates, and assigns, the primary landowners and developer within the Districts. Mr. O’Leary advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF
AGENDA

The Boards reviewed the agenda. Upon a motion duly made by Director J. Turner, seconded by Director E. Kupec, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda.

PUBLIC COMMENT

Being no public present at the meeting, this Boards decided to conduct a work session to review the proposed 2021 amended and 2022 budgets.

2021 AMENDED AND
2022 BUDGET
HEARINGS

The Board reviewed both the revenues and expenses in detail and line by line. The District No. 1 Board discussed projected absorption of lot and home sales projected in 2022. Director J. Turner asked staff recommendation for efficiencies and cost containment measures. Staff stated efficiencies could be realized by 1) changing the frequency of fee collections, 2) having quarterly Board meetings, only, 3) having HLGO take on a larger role for maintenance constituent communications and management, 4) reviewing the ACC process, and 5) eliminating the district hiring employees and transferring the management of Lonetree Reservoir to HLGO.

Upon reviewing the budgets, it was moved, seconded, and unanimously carried to continue the meeting and budget public hearings for consideration of the 2021 Amended and 2022 Budgets to Monday, December 6, 2021 at 10 am at Hillside Commercial Group, Inc.

RECORD OF PROCEEDINGS

BOARD MEMBER ITEMS There were no additional items brought before the Boards.

ADJOURNMENT The meeting was continued to December 6, 2021 at 10:00 a.m.

Respectfully submitted,

Elaina Cobb
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING OF

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17

HELD
December 13, 2021

The Coordinated Special Meeting of the Board of Directors (collectively, “Board”) of Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively, “Districts”) was held at was held via teleconference and in person at Hillside Commercial Group, Inc, 6355 N. Fairgrounds Ave, Suite 300, Windsor CO, 80550 on Monday, December 13, 2021, at 9:00 a.m.

ATTENDANCE

Directors in Attendance Were:

Jonathan A. Turner, President & Chairman
Emily Kupec, Secretary/Treasurer
Christopher J. Frye, V.P. & Asst. Secretary/Treasurer (Via teleconference)
James I. Birdsall, V.P. & Asst. Secretary/Treasurer
Elizabeth S. Birdsall, V.P. & Asst. Secretary/Treasurer

Also in Attendance Were:

David O’Leary; Spencer Fane, LLP
Warren Turner; Hillside Commercial Group, Inc.
Bill Zech; ALC V-Berthoud, LLC (Via teleconference)
John Buser; TPC Colorado
Amanda Castel, Jesse Mestrovic, and Tracie Kaminski; Pinnacle Consulting Group, Inc.
Peggy Dowswell, Carla Hawkins, Kieyesia Conaway, Doug Campbell, Daryl Fields, Elaina Cobb, Kirsten Starman, and Casey Milligan; Pinnacle Consulting Group Inc. (Via Teleconference)

CALL TO ORDER

The Coordinated Special Meeting of the Board of Directors of Berthoud-Heritage Metropolitan District Nos. 1 through 17 was called to order at 9:33 a.m. by Director J. Turner, President, noting that a quorum was present. The Directors confirmed their qualifications to serve on the Boards.

MEETING NOTICE

Mr. O’Leary reported Notice of the Meeting had been properly posted on the Districts’ website and at the clubhouse at least 24 hours in advance of the meeting.

CONFLICTS OF INTEREST

Mr. O’Leary noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts as all Board

RECORD OF PROCEEDINGS

DISCLOSURE

Members are associated with Heron Lakes Investments, LLC; Western Slope Mineral Company; Fairgrounds Business Park, LLC; Beach DP, LLC, Waterfront Development Inc., Windsor Plains, LLC, Three Lakes Development, Inc, Birdsall Group, Inc. and Hillside Commercial Group, Inc., and its predecessor entity, and its heirs, successors, affiliates, and assigns, the primary landowners and developer within the Districts. Mr. O’Leary advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF AGENDA

The Boards reviewed the agenda. Upon a motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda.

PUBLIC COMMENT

The Board opened the meeting to public comments. There being none, this portion of the meeting was closed.

2021 AMENDED BUDGET HEARINGS

Director J. Turner opened the Amended 2021 Budget Hearing to the public. Ms. Hawkins reported that notice of the hearing had been published on December 9, 2021 in accordance with state budget law. There being no public input, Director J. Turner motioned, and Director J. Birdsall seconded the motion to close the public hearing portion of the budget discussion.

Following further review and discussion and upon a motion duly made by Director J. Turner, and seconded by Director J. Birdsall, it was unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the Amended 2021 Budget to \$1,357,990 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budget.

RECORD OF PROCEEDINGS

2022 BUDGET HEARING Director J. Turner opened the 2022 Budget Hearings for District Nos. 1-17 to the public. Ms. Hawkins reported that notice of the hearing had been published on December 9, 2021 in accordance with state budget law. There being no public input, Director J. Turner motioned, and Director J. Birdsall seconded the motion to close the public hearing portion of the budget discussion. The Boards reviewed District Nos. 1-17 budgets for 2022, which detailed estimated revenues and expenditures for each District in a coordinated, consolidated budget. The Boards also discussed the current service needs of the development and capital construction within the Districts. Revenues and expenditures anticipated for 2022 are as follows:

District No. 1:
Mill levy shall be set at 0 mills.

Revenues:
Service Fees Districts #2-9: \$ 379,628
Development Fees: \$191,000
Water System Fees: \$ 766,834
General Operation Fees: \$ 701,200
Operating Advances: \$0
Other Revenues: \$ 2,500

General Fund Expenditures: \$ 1,550,778
Capital Fund Expenditures: \$29,279,176
Debt Service Fund Expenditures: \$ 1,503,062

District No. 2:
Mill levy shall be set at 67.635 mills.
General Fund Expenditures: \$ 886,106

District No. 3:
Mill levy shall be set at 50 mills.
General Fund Expenditures: \$ 718
Debt Service Fund Expenditures: \$ 0
Capital Projects Fund Expenditures: \$ 0

District No. 4:
Mill levy shall be set at 54.250 mills.
General Fund Expenditures: \$ 223,996
Capital Projects Fund Expenditures: \$ 0

District No. 5:
Mill levy shall be set at 50 mills.
General Fund Expenditures: \$ 2,232

RECORD OF PROCEEDINGS

District No. 6:
 Mill levy shall be set at 67.137 mills.
 General Fund Expenditures: \$224,366

District No. 7:
 Mill levy shall be set at 20 mills.
 General Fund Expenditures: \$ 8,575

District No. 8:
 Mill levy shall be set at 66.517 mills.
 General Fund Expenditures: \$ 236,231

District No. 9:
 Mill levy shall be set at 50 mills.
 General Fund Expenditures: \$ 124,225
 Capital Fund Expenditures up to: \$ 1,550,000

District No. 10:
 Mill levy shall be set at 66.655 mills.
 General Fund Expenditures \$ 6,192

District Nos. 11 -17:
 Mill levy shall be set at 0 mills for each District.
 General Fund Expenditures: \$ 0 for each District

After further review and discussion, and upon motion duly made by Director J. Turner, seconded by Director J. Birdsall, and upon vote, it was unanimously

RESOLVED to approve the Resolutions to Adopt the 2022 Budgets, set the mill levies and appropriate budgeted funds for the final certification of value received from the County, and approve all other documents related to the 2022 Budgets. Pinnacle Consulting Group, Inc., as District Manager, is authorized to make minor modifications necessary.

BOARD MEMBER ITEMS

There were no additional items brought before the Boards.

ADJOURNMENT

There being no further business to come before the Boards at this time, the meeting was adjourned at 11:24 a.m.

RECORD OF PROCEEDINGS

Respectfully submitted,

Kieyesia Conaway
Recording Secretary for the Meeting

Berthoud Heritage Metropolitan District No. 1
Check Detail
November 16, 2021 through January 31, 2022

Type	Num	Date	Name	Account	Original Amount
Liability Check		11/18/2021	QuickBooks Payroll Service	1-11110 - Checking, Great Western Bank	
				Payroll Expenses	3.50
			QuickBooks Payroll Service	6-51111 - Reservoir Payroll Liabilities	1,343.58
TOTAL					<u>1,347.08</u>
Check		11/30/2021		1-11110 - Checking, Great Western Bank	
				1-51120 - Office, Dues & Other	394.59
TOTAL					<u>394.59</u>
Check		11/30/2021		1-11130 - Facility Operations - GW Bank	
				1-51120 - Office, Dues & Other	36.89
TOTAL					<u>36.89</u>
Liability Check		12/02/2021	QuickBooks Payroll Service	1-11110 - Checking, Great Western Bank	
				Payroll Expenses	1.75
			QuickBooks Payroll Service	6-51111 - Reservoir Payroll Liabilities	1,278.93
TOTAL					<u>1,280.68</u>
Liability Check		12/16/2021	QuickBooks Payroll Service	1-11110 - Checking, Great Western Bank	
				Payroll Expenses	1.75
			QuickBooks Payroll Service	6-51111 - Reservoir Payroll Liabilities	1,278.94
TOTAL					<u>1,280.69</u>
Liability Check		12/29/2021	QuickBooks Payroll Service	1-11110 - Checking, Great Western Bank	
				Payroll Expenses	1.75
			QuickBooks Payroll Service	6-51111 - Reservoir Payroll Liabilities	1,278.93
TOTAL					<u>1,280.68</u>
Check		12/31/2021		1-11110 - Checking, Great Western Bank	
				1-51120 - Office, Dues & Other	193.20
TOTAL					<u>193.20</u>
Check		12/31/2021		1-11130 - Facility Operations - GW Bank	
				1-51120 - Office, Dues & Other	36.00
TOTAL					<u>36.00</u>
Bill Pmt -Check		01/10/2022	UNCC	1-11110 - Checking, Great Western Bank	
Bill	Enrollment - Vantage	01/04/2022		1-51400 - Utilities	25.00
TOTAL					<u>25.00</u>
Liability Check		01/13/2022	QuickBooks Payroll Service	1-11110 - Checking, Great Western Bank	
				Payroll Expenses	1.75
			QuickBooks Payroll Service	6-51111 - Reservoir Payroll Liabilities	1,281.93
TOTAL					<u>1,283.68</u>

Berthoud Heritage Metropolitan District No. 1
Check Detail
November 16, 2021 through January 31, 2022

Type	Num	Date	Name	Account	Original Amount
Liability Check	ACH	01/25/2022	United States Treasury	1-11110 - Checking, Great Western Bank	
				6-51111 - Reservoir Payroll Liabilities	224.00
				6-51111 - Reservoir Payroll Liabilities	654.01
				6-51111 - Reservoir Payroll Liabilities	654.01
				6-51111 - Reservoir Payroll Liabilities	152.96
				6-51111 - Reservoir Payroll Liabilities	152.96
TOTAL					1,837.94
Liability Check	ACH	01/25/2022	Colorado Department of Revenue	1-11110 - Checking, Great Western Bank	
				6-51111 - Reservoir Payroll Liabilities	371.00
TOTAL					371.00
Liability Check	ACH	01/25/2022	Colorado State Treasurer	1-11110 - Checking, Great Western Bank	
				6-51111 - Reservoir Payroll Liabilities	31.65
TOTAL					31.65
Bill Pmt -Check	Bill.com	12/03/2021	Spencer Fane Britt & Browne LLP	1072 - Bill.com Money Out Clearing	
Bill	1069665	10/31/2021		1-51110 - Legal	9,838.00
TOTAL					9,838.00
Bill Pmt -Check	Bill.com	12/03/2021	Prairie Mountain Media	1072 - Bill.com Money Out Clearing	
Bill	Ad 1846338	10/31/2021		1-51120 - Office, Dues & Other	29.00
TOTAL					29.00
Bill Pmt -Check	Bill.com	12/03/2021	Gallegos Sanitation	1072 - Bill.com Money Out Clearing	
Bill	3842494	10/31/2021		6-51120 - Reservoir Operations	53.03
TOTAL					53.03
Bill Pmt -Check	Bill.com	12/06/2021	Heron Lakes Golf Operations, LLC	1072 - Bill.com Money Out Clearing	
Bill	October Collections	10/31/2021		1-51500 - Rookery Golf Access	6,175.00
TOTAL					6,175.00
Bill Pmt -Check	Bill.com	12/06/2021	Brekke Storage	1072 - Bill.com Money Out Clearing	
Bill	135036	10/31/2021		6-51120 - Reservoir Operations	325.00
TOTAL					325.00
Bill Pmt -Check	Bill.com	12/06/2021	Town of Berthoud	1072 - Bill.com Money Out Clearing	
Bill	11553.1 10.21	10/31/2021		1-51400 - Utilities	378.30
TOTAL					378.30
Bill Pmt -Check	Bill.com	12/06/2021	Schroetlin Custom Homes LLC	1072 - Bill.com Money Out Clearing	
Bill	2332 Sugar Loaf	10/31/2021		1-23120 - Construction Deposits	350.00
TOTAL					350.00
Bill Pmt -Check	Bill.com	12/06/2021	Brekke Storage	1072 - Bill.com Money Out Clearing	
Bill	FC10081	10/31/2021		6-51120 - Reservoir Operations	10.00
TOTAL					10.00

Berthoud Heritage Metropolitan District No. 1
Check Detail
November 16, 2021 through January 31, 2022

Type	Num	Date	Name	Account	Original Amount
Bill Pmt -Check	Bill.com	12/06/2021	Barry M Schram	1072 - Bill.com Money Out Clearing	
Bill	3329 Danzante Bay Ct	10/31/2021		1-51123 - Builder Closing Refund	125.00
TOTAL					<u>125.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	Landmark Homes	1072 - Bill.com Money Out Clearing	
Bill	3249 Danzante Bay Ct	10/31/2021		1-23120 - Construction Deposits	800.00
TOTAL					<u>800.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	TB Group	1072 - Bill.com Money Out Clearing	
Bill	211062	10/31/2021		1-51140 - ARC	400.00
TOTAL					<u>400.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	TB Group	1072 - Bill.com Money Out Clearing	
Bill	211007	10/31/2021		1-51140 - ARC	1,400.00
TOTAL					<u>1,400.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	Heron Lakes Golf Operations, LLC	1072 - Bill.com Money Out Clearing	
Bill	26	10/31/2021		1-51100 - Landscape Maintenance & Repairs	15,247.00
				1-57100 - Non-Potable Water Services	17,894.00
TOTAL					<u>33,141.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	Rise Broadband	1072 - Bill.com Money Out Clearing	
Bill	0328289 10.21	10/31/2021		6-51120 - Reservoir Operations	86.00
TOTAL					<u>86.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	CO Special Districts Property & Liability	1072 - Bill.com Money Out Clearing	
Bill	13569	10/31/2021		1-51090 - Insurance & Bonds	2,201.00
TOTAL					<u>2,201.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	NOCO CFO, LLC	1072 - Bill.com Money Out Clearing	
Bill	104	10/31/2021		1-51140 - ARC	1,750.00
TOTAL					<u>1,750.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	Eclud LLC	1072 - Bill.com Money Out Clearing	
Bill	2789 HLP	10/31/2021		1-23120 - Construction Deposits	450.00
TOTAL					<u>450.00</u>
Bill Pmt -Check	Bill.com	12/06/2021	Brekke Storage	1072 - Bill.com Money Out Clearing	
Bill	134438	10/31/2021		6-51120 - Reservoir Operations	100.00
TOTAL					<u>100.00</u>
Bill Pmt -Check	Bill.com	12/28/2021	Spencer Fane Britt & Browne LLP	1072 - Bill.com Money Out Clearing	
Bill	1076923	11/30/2021		1-51110 - Legal	11,625.00
TOTAL					<u>11,625.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Heron Lakes Golf Operations, LLC	1072 - Bill.com Money Out Clearing	
Bill	November Collections	11/30/2021		1-51500 - Rookery Golf Access	3,250.00
TOTAL					<u>3,250.00</u>

Berthoud Heritage Metropolitan District No. 1
Check Detail
November 16, 2021 through January 31, 2022

Type	Num	Date	Name	Account	Original Amount
Bill Pmt -Check	Bill.com	12/29/2021	Pinnacle Consulting Group, Inc.	1072 - Bill.com Money Out Clearing	
Bill	21565	10/31/2021		1-51040 - District Management	18,540.00
				1-51000 - Accounting	12,660.00
				1-51120 - Office, Dues & Other	672.27
TOTAL					<u>31,872.27</u>
Bill Pmt -Check	Bill.com	12/29/2021	Pinnacle Consulting Group, Inc.	1072 - Bill.com Money Out Clearing	
Bill	21532	10/31/2021		3-55102 - Project Management	1,755.00
TOTAL					<u>1,755.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Pinnacle Consulting Group, Inc.	1072 - Bill.com Money Out Clearing	
Bill	21566	10/31/2021		1-51140 - ARC	8,010.00
				1-51030 - Covenant	3,240.00
				1-51121 - Title	5,100.00
TOTAL					<u>16,350.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	TechnoGym USA Corp	1072 - Bill.com Money Out Clearing	
Bill	12962193 Bal Due	11/15/2021		7-51330 - Capital Acquisition - Clubhouse	178,543.23
TOTAL					<u>178,543.23</u>
Bill Pmt -Check	Bill.com	12/29/2021	NOCO CFO, LLC	1072 - Bill.com Money Out Clearing	
Bill	105	11/30/2021		1-51140 - ARC	1,750.00
TOTAL					<u>1,750.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Heron Lakes Golf Operations, LLC	1072 - Bill.com Money Out Clearing	
Bill	27	11/30/2021		1-51102 - Snow Removal	34,019.00
				1-57100 - Non-Potable Water Services	17,894.00
TOTAL					<u>51,913.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Town of Berthoud	1072 - Bill.com Money Out Clearing	
Bill	10798.1 11.21	11/30/2021		1-51400 - Utilities	312.82
TOTAL					<u>312.82</u>
Bill Pmt -Check	Bill.com	12/29/2021	Lindgren Landscape	1072 - Bill.com Money Out Clearing	
Bill	6479	11/30/2021		1-51100 - Landscape Maintenance & Repairs	2,936.46
TOTAL					<u>2,936.46</u>
Bill Pmt -Check	Bill.com	12/29/2021	Town of Berthoud	1072 - Bill.com Money Out Clearing	
Bill	8947.2 11.21	11/30/2021		1-51400 - Utilities	160.14
TOTAL					<u>160.14</u>
Bill Pmt -Check	Bill.com	12/29/2021	TB Group	1072 - Bill.com Money Out Clearing	
Bill	211106	11/30/2021		1-51140 - ARC	2,300.00
TOTAL					<u>2,300.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Brekke Storage	1072 - Bill.com Money Out Clearing	
Bill	136584	11/30/2021		6-51120 - Reservoir Operations	325.00
TOTAL					<u>325.00</u>

Berthoud Heritage Metropolitan District No. 1
Check Detail
November 16, 2021 through January 31, 2022

Type	Num	Date	Name	Account	Original Amount
Bill Pmt -Check	Bill.com	12/29/2021	Rise Broadband	1072 - Bill.com Money Out Clearing	
Bill	0328289 11.21	11/30/2021		6-51120 - Reservoir Operations	86.00
TOTAL					<u>86.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Brekke Storage	1072 - Bill.com Money Out Clearing	
Bill	136022	11/30/2021		6-51120 - Reservoir Operations	100.00
TOTAL					<u>100.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Brekke Storage	1072 - Bill.com Money Out Clearing	
Bill	137592	11/30/2021		6-51120 - Reservoir Operations	100.00
TOTAL					<u>100.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Mill Brothers Landscape Group	1072 - Bill.com Money Out Clearing	
Bill	32799	11/30/2021		1-51100 - Landscape Maintenance & Repairs	3,150.00
TOTAL					<u>3,150.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Mill Brothers Landscape Group	1072 - Bill.com Money Out Clearing	
Bill	32667	11/30/2021		1-51100 - Landscape Maintenance & Repairs	3,150.00
TOTAL					<u>3,150.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Pinnacle Consulting Group, Inc.	1072 - Bill.com Money Out Clearing	
Bill	21694	11/30/2021		1-51140 - ARC	4,710.00
				1-51030 - Covenant	690.00
				1-51121 - Title	1,890.00
TOTAL					<u>7,290.00</u>
Bill Pmt -Check	Bill.com	12/29/2021	Pinnacle Consulting Group, Inc.	1072 - Bill.com Money Out Clearing	
Bill	21785	11/30/2021		1-51040 - District Management	18,270.00
				1-51000 - Accounting	14,970.00
				1-51120 - Office, Dues & Other	1,331.25
TOTAL					<u>34,571.25</u>
Bill Pmt -Check	Bill.com	12/29/2021	CO Special Districts Property & Liability	1072 - Bill.com Money Out Clearing	
Bill	POL - 0010491	11/30/2021		1-12000 - Prepaid Expense	846.31
TOTAL					<u>846.31</u>
Bill Pmt -Check	Bill.com	12/29/2021	Potestio Brothers Equipment	1072 - Bill.com Money Out Clearing	
Bill	17761	11/30/2021		3-55000 - Capital Outlay - Equipment	20,060.28
TOTAL					<u>20,060.28</u>
Bill Pmt -Check	N/A	11/29/2021	Poudre Valley REA	1-11110 - Checking, Great Western Bank	
Bill	66510001 10.21	10/31/2021		1-51400 - Utilities	5,133.63
TOTAL					<u>5,133.63</u>
Bill Pmt -Check	N/A	12/29/2021	Poudre Valley REA	1-11110 - Checking, Great Western Bank	
Bill	66510001 11.21	11/30/2021		1-51400 - Utilities	4,714.14
TOTAL					<u>4,714.14</u>

Berthoud Heritage Metropolitan District No. 1
Check Detail
November 16, 2021 through January 31, 2022

Type	Num	Date	Name	Account	Original Amount	
Paycheck	DD1110	11/19/2021	Jackson Bauer Birdsall	1-11110 - Checking, Great Western Bank		
				6-51110 - Reservoir Operations Payroll	70.00	
				6-51110 - Reservoir Operations Payroll	4.34	
				6-51111 - Reservoir Payroll Liabilities	-4.34	
				6-51111 - Reservoir Payroll Liabilities	-4.34	
				6-51110 - Reservoir Operations Payroll	1.02	
				6-51111 - Reservoir Payroll Liabilities	-1.02	
				6-51111 - Reservoir Payroll Liabilities	-1.02	
				6-51110 - Reservoir Operations Payroll	0.21	
				6-51111 - Reservoir Payroll Liabilities	-0.21	
				6-51111 - Reservoir Payroll Liabilities	-64.64	
				TOTAL		0.00
				Paycheck	DD1111	11/19/2021
6-51110 - Reservoir Operations Payroll	1,476.92					
6-51111 - Reservoir Payroll Liabilities	-32.00					
6-51110 - Reservoir Operations Payroll	91.57					
6-51111 - Reservoir Payroll Liabilities	-91.57					
6-51111 - Reservoir Payroll Liabilities	-91.57					
6-51110 - Reservoir Operations Payroll	21.41					
6-51111 - Reservoir Payroll Liabilities	-21.41					
6-51111 - Reservoir Payroll Liabilities	-21.41					
6-51111 - Reservoir Payroll Liabilities	-53.00					
6-51111 - Reservoir Payroll Liabilities	-1,278.94					
TOTAL		0.00				
Paycheck	DD1112	12/03/2021	Jeffrey O Michie			
				6-51110 - Reservoir Operations Payroll	1,476.92	
				6-51111 - Reservoir Payroll Liabilities	-32.00	
				6-51110 - Reservoir Operations Payroll	91.57	
				6-51111 - Reservoir Payroll Liabilities	-91.57	
				6-51111 - Reservoir Payroll Liabilities	-91.57	
				6-51110 - Reservoir Operations Payroll	21.42	
				6-51111 - Reservoir Payroll Liabilities	-21.42	
				6-51111 - Reservoir Payroll Liabilities	-21.42	
				6-51111 - Reservoir Payroll Liabilities	-53.00	
				6-51111 - Reservoir Payroll Liabilities	-1,278.93	
				TOTAL		0.00
				Paycheck	DD1113	12/17/2021
6-51110 - Reservoir Operations Payroll	1,476.92					
6-51111 - Reservoir Payroll Liabilities	-32.00					
6-51110 - Reservoir Operations Payroll	91.57					
6-51111 - Reservoir Payroll Liabilities	-91.57					
6-51111 - Reservoir Payroll Liabilities	-91.57					
6-51110 - Reservoir Operations Payroll	21.41					
6-51111 - Reservoir Payroll Liabilities	-21.41					
6-51111 - Reservoir Payroll Liabilities	-21.41					
6-51111 - Reservoir Payroll Liabilities	-53.00					
6-51111 - Reservoir Payroll Liabilities	-1,278.94					
TOTAL		0.00				

Berthoud Heritage Metropolitan District No. 1
Check Detail
November 16, 2021 through January 31, 2022

Type	Num	Date	Name	Account	Original Amount
Paycheck	DD1115	12/30/2021	Jeffrey O Michie	1-11110 - Checking, Great Western Bank	
				6-51110 - Reservoir Operations Payroll	1,476.92
				6-51111 - Reservoir Payroll Liabilities	-32.00
				6-51110 - Reservoir Operations Payroll	91.57
				6-51111 - Reservoir Payroll Liabilities	-91.57
				6-51111 - Reservoir Payroll Liabilities	-91.57
				6-51110 - Reservoir Operations Payroll	21.42
				6-51111 - Reservoir Payroll Liabilities	-21.42
				6-51111 - Reservoir Payroll Liabilities	-21.42
				6-51111 - Reservoir Payroll Liabilities	-53.00
				6-51111 - Reservoir Payroll Liabilities	-1,278.93
TOTAL					0.00
Bill Pmt -Check	1468	12/15/2021	Heron Lakes Golf Operations, LLC	1-11110 - Checking, Great Western Bank	
Bill	2021 Mgmt Fee	12/15/2021		1-51300 - Facilities Management	60,000.00
TOTAL					60,000.00
Total					509,304.94

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17
CONCERNING THE ADOPTION OF A DISTRICT FINE AND
ENFORCEMENT POLICY AND DISTRICT FINE SCHEDULE**

THIS RESOLUTION CONCERNING THE IMPLEMENTATION OF A DISTRICT FINE AND ENFORCEMENT POLICY AND IMPOSITION OF DISTRICT FINE SCHEDULE (the “Resolution”) is made and entered into by Berthoud-Heritage Metropolitan District Nos. 1-17 (the “Districts”) to be effective as of February 4, 2022.

WHEREAS, the Districts are authorized pursuant to §32-1-1001(1)(j)(I) of the Colorado Revised Statutes (“C.R.S.”), to fix and impose fees, rates, tolls, charges and penalties for services, programs or facilities provided by the Districts which, until paid, shall constitute a perpetual lien on and against the property served; and

WHEREAS, the Service Plan for Berthoud-Heritage Metropolitan District Nos. 1-17 (the “Service Plan”), as amended, similarly empowers the District to impose fees, rates, tolls, charges and penalties for services and facilities provided by the or through the Berthoud-Heritage Metropolitan District No. 1 (the “District”); and

WHEREAS, pursuant to §32-1-1004(8), C.R.S., the Districts are authorized and empowered to provide covenant enforcement and design review services within the Districts and to take over most or all of the functions of a homeowners association (“HOA”) as law permits so long as the revenues used to provide such services are derived from the area in which the services are furnished; and

WHEREAS, the Districts and the Developer have determined that it is not economical or desirable to have a HOA and the Districts provide concurrent services. Rather, it is advantageous to have the District provide District functions, including operations, maintenance, repair, replacement for District improvements, facilities and services, and have the ability to impose fines and penalties for damage to district property, and for collection of costs and expenses caused by individuals and entities which damage or alter District owned improvements, district provided services, facilities and to provide enforcement of any District adopted fees, assessments or to and provide for facilities, services and other District amenities for the community. Policies and procedures will be implemented on a periodic basis through public meetings held to approve any changes to those rules and regulations of the District. The Districts will update any guidelines, rules and regulations enacted and implemented by the Districts on a periodic basis and are deemed incorporated, ratified and approved by reference. Copies of any guidelines, rules and regulations will be also published and provided on the Districts’ website; and

WHEREAS, the Berthoud Heritage Metropolitan District Nos. 1 & 9 have previously imposed fines and penalties against certain Club Members, Designees, their invitees, guests and permitted users as well as the District property owners and residents who damage District property related to District Nos. 1 & 9. This Policy is meant so supplement such prior policy.

NOW THEREFORE, the Boards of Directors of the Districts hereby RESOLVES as follows:

1. All District fines, penalties and assessments shall be due, owing and payable to the Districts, in cash or an equivalent form made payable to “Berthoud-Heritage Metropolitan Districts” within 14 days after receipt of Notice. In the event that any District fees, fines or penalties established hereunder remain unpaid thirty-one (31) days after its respective due date, the Districts’ General Counsel may undertake collection efforts for any and all outstanding amounts. All collections efforts shall be made pursuant to, and in accordance with, applicable state and federal laws. The Districts’ General Counsel shall be entitled to assess reasonable legal fees and any related costs and expenses to the owners of any such real property for said collection efforts. Additionally, any costs to provide for notice, certified letters and administration of the fine and enforcement of District policies may be assessed and collected as part of this resolution and the direction of the Boards of Directors.

2. Delinquent Charges and Collections. Delinquent account procedures and collection activities associated with District Fees are governed by the Districts’ then-existing Fee Resolution and Collection Policy the form of which is attached hereto as Exhibit C.

3. Late Fees and Interest. Any District Fees assessed by the Districts which are not paid in full within Thirty (30) days after the scheduled due date may be assessed a late fee of fifteen dollars (\$15.00), per §29-1-1102(3), C.R.S. Pursuant to §29-1-1102(7), C.R.S., interest may also accrue on any outstanding Service Fees, exclusive of assessed late fees, at the rate of eighteen percent (18%) per annum.

4. In addition, the Districts shall be entitled to impose an administrative fee as necessary to cover additional expenses associated with the design review and covenant enforcement services assumed by the Districts to ensure that such costs are the responsibility of the benefitted Districts’ residents. All such fees shall be based upon the Districts’ determination that such fees do not exceed reasonable annual market fee for users of such facilities.

5. Perpetual Lien. All District fees and all other fees, rates, tolls, charges and penalties contemplated herein shall, until paid, constitute a perpetual lien on and against the property served or to be served by any improvements provided by the Districts or to be provided by the Districts within a reasonable amount of time. All such liens shall be in a senior position as against all other liens of record affecting the property served or benefited, or to be served or benefited by improvements of the District and shall run with the Property defined in the covenants for the Berthoud-Heritage Subdivision for the property within or benefiting the Berthoud-Heritage Metropolitan District Nos. 1-17, and remain in effect as to any portion of such property on which the appropriate fee has not been paid. All liens contemplated herein may be foreclosed in any manner authorized by law at such time as the Districts may determine that fees hereunder have not been paid as required.

6. Amendment. The Districts expressly reserve the right to amend, revise, redact, waive and/or repeal this Resolution in whole or in part, from time to time in order to further the purposes of carrying on the business and services of the Districts. The foregoing shall specifically

include, but not be limited to the right to adopt new policies as may be deemed necessary in the Districts' sole discretion.

7. Deviations. The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.

8. Validity. If any clause or provision of this Resolution is found to be invalid or unenforceable by a court of competent jurisdiction or by operation of any applicable law, such invalid or unenforceable clause or provision shall not affect the validity of the Resolution as a whole but shall be severed here from, leaving the remaining clauses or provisions in full force and effect.

9. Effective Date. This Resolution shall be immediately effective as of the date reflected below.

10. This Resolution supersedes any and all prior Resolutions approved and adopted by the Districts concerning FINE POLICY and SCHEDULE except the Code of Conduct for Use of Berthoud-Heritage District Nos. 1-17 Facilities ("Code of Conduct"). All such prior Resolutions, Code of Conduct, are hereby null and void, being superseded in their entirety by this Resolution.

Approved and adopted to be effective as of February 4, 2022

BERTHOUD-HERITAGE METROPOLITAN
DISTRICT NOS. 1-17

By: _____
President

ATTEST:

By: _____
Secretary/Assistant Secretary

EXHIBIT A

Description of Property Subject to Districts Fine and Enforcement Policy (Berthoud-Heritage Metropolitan District Nos. 1-17) (attached map of Districts)

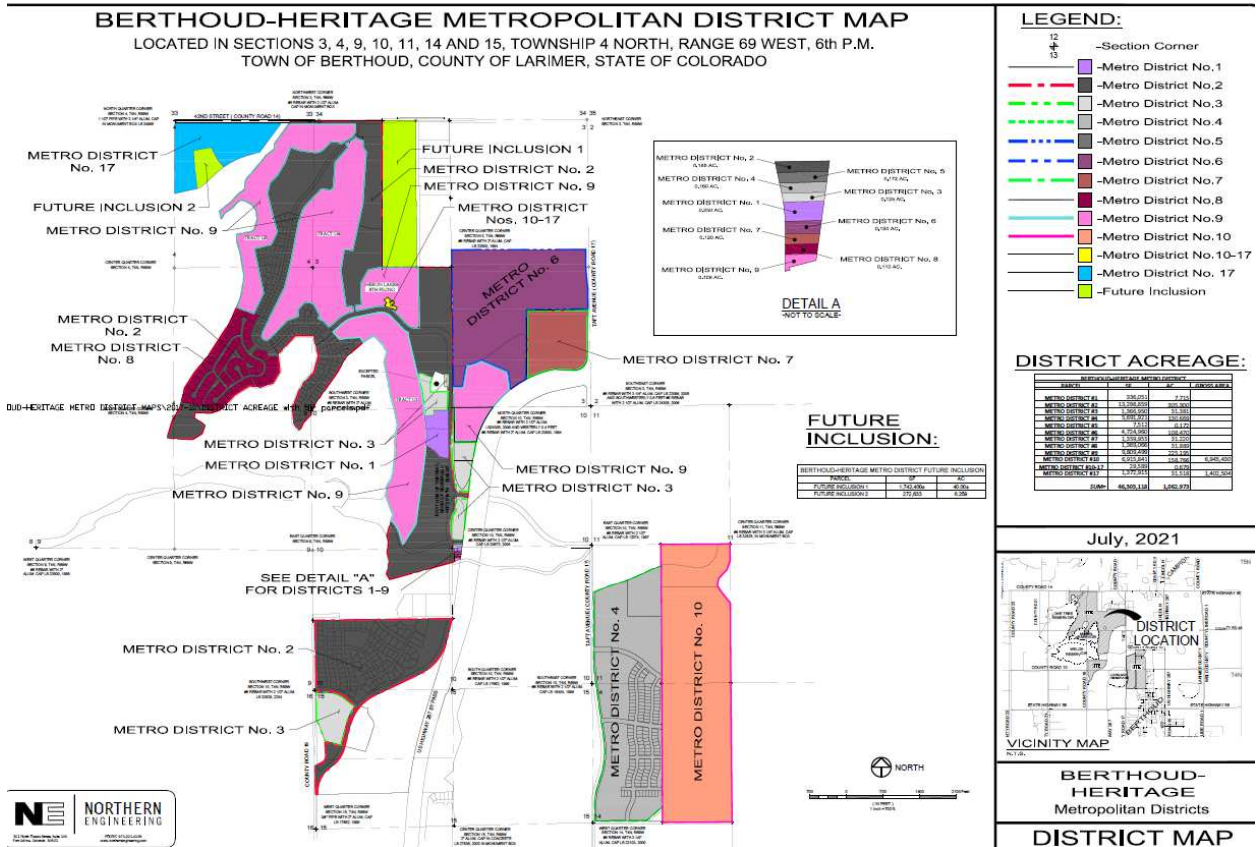


EXHIBIT A-1
FINE POLICY and SCHEDULE

Section 1. INTENT

- A. The Board of Directors of Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively, the “Board”) has adopted or will adopt from time to time, rules and regulations to promote the health, safety, and welfare of the residents and the maintenance and aesthetic appearance of the community for the preservation of property values and the assets of the District. A copy of any rules and regulations or policies will be posted on the Districts’ website.
- B. While many violations are resolved through a courtesy/warning notice (see below), there are instances when further action is required. Fines are intended to bring properties into conformance with any applicable rules and regulations set forth by the District (collectively, the “Governing Documents”) in a timely manner while providing due notice and appeal rights to property owners, as described in Exhibit “B” – Violation and Fine Appeal Process attached hereto and incorporated herein by reference.
- C. In order to gain compliance, the Board intends to impose and collect monetary penalties and reserves the right to enforce the District’s policies and the community’s restrictions in any other legal manner.

Section 2. NOTICE OF VIOLATION

- A. Notice Required: Upon a unit/lot owner’s first violation of any provision of the Governing Documents, or damage to the District assets, property or community, the District shall provide a written Courtesy/Warning Letter to the unit/lot owner to allow the unit/lot owner the right to cure said violation as stated in the Letter.
- B. Notice: If not cured within a reasonable amount of time, or 14 days whichever is less, a Notice of the violation shall be mailed, and contain, at a minimum, the following information:
 - 1. The alleged violation;
 - 2. The date of the violation or the date the violation was observed;
 - 3. A statement that the violation must be cured within 14 days of the date of the Notice, and failure by the unit/lot owner to cure the violation within 14 days may result in a fine in accordance with the Fine Policy and Schedule of Fines in effect at the time of the violation;
 - 4. Statement of damages, fines, claims or fees; and
 - 5. That the unit/lot owner has the opportunity for a hearing before the District Board or its designee. The process for the hearing is set forth in below. A hearing date will be established and provided in the notice letter or scheduled at the time of a meeting of the Board of Directors.

- C. **Right to Submit Written Position Statement:** A unit/lot owner who receives a Notice regarding a violation, in lieu of attending a hearing before the Board or its designee, may respond to the violation by sending a written position statement via certified mail to the District's address (as listed on the notice of contact form recorded with the county recorder) within ten (10) days of the date of the Notice, but not less than ten (10) days before the hearing date contained in the Notice. The Board or its designee may consider the written position statement and any other information coming before it regarding the violation, in the same manner as though a hearing were conducted.

Section 3. NOTICE AND IMPOSITION OF FINES

- A. **Notice of Imposition of Fine:** If the unit/lot owner fails to cure the violation with 14 days of the date of the Notice and fails to request or attend a hearing, or submit a position statement to the Board or its designee, and the Board or its designee determines a violation is present or has occurred the District shall send the unit/lot owner a Notice of Finding of Violation, which Notice shall state that the unit/lot owner has been found in Violation of the Governing Documents, statement of damage, trespass or claim, and may be assessed a fine for the violation in accordance with the Schedule of Fines attached hereto, as amended from time to time, and that failure by unit/lot owner to cure the violation within the period stated in the Notice of Finding of Violation may result in additional fines to the unit/lot owner.
- B. **Further Failure to Comply:** Additional Notices of fines citing unit/lot owner's failure to cure the violation shall be mailed to the unit/lot owner at the frequency and fine rate stated in the Schedule of Fines attached hereto, as amended from time to time. Each Notice shall indicate the current fine, pass due fines and late fees, if any, the date that the violation must be cured to avoid additional fines, and unit/lot owner's right to appeal. The District may record a Notice of Violation against the unit/lot where the Violation exists. Additionally, the District may pursue any and all remedies to prevent further claims, damages or adverse impact to District assets or property, including filing of claims with local law enforcement agencies or claims, fine and penalties to be enforced by the District or through legal action.

Section 4. CONTINUING VIOLATIONS

- A. In the case of repeat and persistent violations, this system of fines may ultimately lead to prosecution of non-responsive violators. Fines will not take the place of legal action but will be used as an additional remedy. Fines shall not exceed the level, if any, established by state law.
- B. In addition, the Board shall have the right but not the obligation to remedy the violation and seek reimbursement from the unit/lot owner for collection costs and reasonable attorney fees incurred as a result of such failure to comply with the Governing Documents or costs and fees incurred as a result of damage to District property or assets, without the necessity of legal proceedings.

- C. The Board may take legal action against the unit/lot owner at any time after a fourth Notice has been sent to the unit/lot owner, when accrued fines equal or exceed \$250, or if the Board determines, in its sole discretion, that immediate legal action is necessary to preserve the health, safety, and welfare of District residents or for the protection of District property or assets. Pursuant to state law, in any legal action pursued hereunder, the court shall award reasonable attorney fees, costs, and costs of collection to the prevailing party.
- D. To ensure that the Board is aware of continuing violations, the Management Company may list the violating unit/lot owner on the Executive Session agenda when a fourth Notice has been sent to the unit/lot owner, when accrued fines equal or exceed \$250, or whenever the Management Company believes immediate action by the Board is necessary to preserve the health, safety and welfare of District residents. At such time, the Board may consider whether the Board should take other appropriate action against the unit/lot owner as provided herein.

Section 5. RECURRENCE OF VIOLATION

Any recurrence of the same violation within six (6) months of the original violation, as noted in the Notice, shall make the unit/lot owner subject to the imposition of a fine. Such fine shall be levied at the current rate of a 2nd violation in accordance with the “Schedule of Violations and Fines” then in effect. Such violations shall be considered a continuing violation and no Notice shall be provided to the unit/lot owner.

Section 6. FAILURE TO PAY

- A. Fines shall be due and payable within 30 days of the violation notice. Fines not paid within 30 days shall be charged a late fee. A late fee of \$15.00 may be assessed on every account that is not paid in full within the 30 days.
- B. All rights and remedies of the District are cumulative and not exclusive, and the District shall have all rights and remedies to levy and collect fines, which may be available to it under the Governing Documents and applicable law.
- C. Until paid by the unit/lot owner, all fines, fees, and charges assessed against the unit/lot owner pursuant to the Fine Policy and Schedule, as amended from time to time, including, but not limited to, the cost of collecting fines, fees, and charges such as collection agents and attorney fees, shall constitute a lien on and against the property in accordance with the Declaration of Covenants.

D. Fee Schedule:

1. Late Fee Charge: A late fee of \$15.00 may be assessed on every account that is not paid in full within the 30 days referenced above. The late fee charge may be amended from time to time by resolution of the Board.
2. Bad Check Charge: For each check that for any reason is returned to the District unpaid, the unit/lot owner shall owe the District a “bad check” charge of \$35.00. The bad check charge may be amended from time to time by resolution of the Board.
3. Collection Fees: The unit/lot owner shall be responsible for all collection costs incurred by the District as part of the collection process, including, but not limited to, attorney fees, collection agent fees, and court costs.

Section 7. HEARING PROCESS

Violations and fines may be heard by the Board or its designee in accordance with the procedures set forth in Exhibit B, which procedures may be amended from time to time by a majority vote of the Board.

SCHEDULE OF FINES

Fines may be levied as shown below. The Board may amend the Schedule of Fines from time to time, as it deems necessary by a majority vote of the Board.

Violation	Amount of Fine				Assess
	1st	2nd	3rd	Thereafter	
Architectural Committee Review and Approval Required	Warning	\$25	\$50	\$50	Bi-weekly
Architectural Review, Improvement not Conforming to Request/Approval	Warning	\$25	\$100	\$200	Bi-weekly
Residential Use: Professional or Home Occupation	Warning	\$25	\$100	\$200	Bi-weekly
Declaration of Covenants, Other Violations of District Policies, Rules and Regulation Not Listed	Warning	\$25	\$25	\$50	Bi-weekly
Drainage & Irrigation	Warning	\$25	\$100	\$200	Bi-weekly
Household Pets	Warning	\$25	\$50	\$50	Bi-weekly
Leases	Warning	\$25	\$50	\$50	Bi-weekly
Vehicle Parking, Storage and Repairs	Warning	\$25	\$50	\$50	Bi-weekly
Light, sound and Orders	Warning	\$25	\$50	\$50	Bi-weekly
Nuisances	Warning	\$25	\$50	\$50	Bi-weekly
Hazardous Activities	Warning	\$25	\$50	\$50	Bi-weekly
Completion of Landscape	Warning	\$25	\$50	\$50	Bi-weekly
Lot Maintenance	Warning	\$25	\$50	\$50	Bi-weekly
Miscellaneous Requirement & Improvements including signage	Warning	\$25	\$50	\$50	Bi-weekly
Temporary Structures	Warning	\$25	\$50	\$50	Bi-weekly
Trash and Materials	Warning	\$25	\$50	\$50	Bi-weekly
Damage to District Property, Landscaping or Improvements	Warning	\$100	\$200	\$50	Bi-weekly

Effective: February 4, 2022

** Note: The collection process including all collection fees such as court costs, attorney's fees, liens, agent fees and court costs shall be billed and assessed against the appropriate property owner/offending party.

EXHIBIT B

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17 Violation and Hearing Process

SECTION 1 – NOTICE

1. Any unit/lot owner who receives a Notice of violation or imposition of fine may be heard regarding such violation by the Board of the Districts or their designee. Such hearing will be scheduled as set forth in the Notice. Fines set forth in any notice from the Districts may continue to accrue during the hearing process so that the process is not used to delay effective enforcement of the Districts' Governing Documents, as defined in the Fine Policy and Schedule noted above.
2. In lieu of a hearing, a unit/lot owner may submit a written position statement no less than ten (10) days before the noticed hearing which written position statement shall be considered by the Board or its designee in the same manner that verbal testimony would be considered.

SECTION 2 – HEARING PROCESS

1. The hearing shall be held before the Board in open session or its designee in an open forum unless the unit/lot owner requests that the hearing be closed.
2. The Board President or Board's designee shall summarize the violation to be heard before the Board or its designee and introduce all parties.
3. The unit/lot owner shall be afforded 10 minutes to state his or her case and to present to the Board or its designee any evidence that is applicable to the unit/lot owner's position.
4. Each Board Member or the Board's designee shall have an opportunity to question the unit/lot owner regarding the violation.
5. Any Board Member or the Board's designee may receive additional evidence to aid in the determination of the matter including, but not limited to, any relevant documentation and/or information from third parties.
6. Upon completion of the question and answer period, the Board President or the Board's designee will state that the violation has been heard and the Board or its designee will make their decision follow an executive session if the Board or the designee deems an executive session to be available under applicable law and necessary in the given circumstances. In reaching a decision, the Board or its designee may take into account the unit/lot owner's statements and evidence presented, the unit/lot owner's willingness to work towards compliance, and any other factors that may be pertinent as determined by the Board or its designee.

7. The Board or its designee may continue the hearing if it determines that additional information is required from the unit/lot owner before making an informed decision. The Board or its designee shall notify the unit/lot owner in writing of the date and time of the continued hearing and the additional information that the unit/lot owner must present on the continued hearing date.
8. The minutes of the meeting shall contain a written statement of the results of the hearing and the fine, if any, imposed. The unit/lot owner shall be given written notice of the results of the hearing within five (5) days from the date of the hearing.

SECTION 3 – FINDING OF VIOLATION

1. All decisions of the Board or its designee are final and may not be further appealed through the Districts.
2. If the Board or its designee finds that a violation is present, the unit/lot owner must bring the violation into compliance and pay all outstanding fines and charges accrued to date within the time period specified in the written notice received from the Board or its designee, regarding the Board's or the designee's decision. Failure to cure the violation within the designated time period stated therein shall constitute a continuing violation and subject the unit/lot owner to subsequent fines at the rate and frequency noted in Fine Policy and Schedule noted above – Schedule of Fines, which additional fines shall not be subject to the hearing process.
3. The Board may, in its sole discretion, take legal action against the unit/lot owner at any time after a unit/lot owner's violation has been confirmed and the unit/lot owner has accrued fines equal to or greater than \$250 or the Board determines that immediate legal action is necessary to preserve the health, safety, and welfare of Districts' residents.

EXHIBIT C

BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1-17 COLLECTION POLICY

(Effective as of February 4, 2022)

The Districts have adopted the following collection policies:

1. *Perpetual Lien.* Pursuant to § 32-1-1001(l)(j)(I), C.R.S., all Delinquent Fees and Charges shall constitute a perpetual lien on and against the Property served by the District (the “**Lien**”). All such Liens shall, to the fullest extent permitted by law, have priority over all other liens of record affecting the Property and shall run with the Property and remain in effect until paid in full. All Liens contemplated herein may be foreclosed as authorized by law when the Districts, in their sole discretion, may determine.

- a. Notwithstanding the foregoing, the guidelines set forth in this Resolution are intended to create orderly and fair procedures for the processing and collection of Delinquent Fees and Charges and to provide additional notice to interested parties, including, but not limited to, title companies and the Property owner. In the event any or all of the guidelines set forth in this Resolution are not followed, such deviation shall not affect the status of the Lien in any way. Further, the Board may waive any guidelines set forth in this Resolution and may amend them from time to time as it deems necessary.

2. *District’s Manager Procedures.* The Districts’ Manager, Accountant or Billing Agent (any of which are referred to herein as the “Manager”) is responsible for collecting Fees imposed by the District against the Property. In the event payment of Fees is delinquent, the Manager may perform the procedures listed below. The Fees are considered delinquent when they have not been paid by their corresponding due date (the “Delinquent Account”):

- a. *Thirty (30) Calendar Days Past Due:* A delinquent payment “Reminder Letter” may be sent to the address of the last known owner or occupant of the Property according to the Manager’s records. In the event the above mailing is returned as undeliverable, the Manager may send a second copy of the Reminder Letter to: (1) the Property; and (2) the address of the last known owner of the Property as found in the real property records of the County Assessor’s Office (the “Assessor”) for the County in which the District is located (collectively, the “Property Address”). Said Reminder Letter may: (1) request prompt payment; (2) notify the Property owner that a Reminder Letter Fee and a Late Fee in the amounts set forth in this Resolution have been assessed; and (3) reference the URL address of the Districts’ webpage where this Resolution is displayed, if available and requested by the Board.

- b. *Sixty (60) Calendar Days Past Due:* A “Warning Letter” may be sent to the Property Address: (1) requesting prompt payment; (2) warning of further legal action should the Property owner fail to pay the total amount due and owing; and (3) explaining that the Manager can provide a copy of the Resolution upon request. Along with the Warning Letter, a copy of the most recent account ledger reflecting the total amount due and owing to the Districts according to the records of the Manager may also be sent.
 - c. *Delinquent Accounts Post Warning Letter:* The District Manager shall continue to monitor the Delinquent Account until either (i) the amount of the Fees owing on such Delinquent Account are equal to or greater than the amount that would be collected under the current rate for such Fees over a one year period, or (ii) the account is more than six (6) months past due, regardless of whether the Manager has performed the tasks outlined in this Section 1(b) of this Resolution, the Manager may refer the Delinquent Account to the Districts’ General Counsel (the “General Counsel”). At the time of such referral, the Manager may be requested to provide General Counsel with copies of all notices and letters sent pursuant to Section 1(b), if any, as well as a copy of the most recent ledger for the Delinquent Account.
 - d. Deviations. The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.
3. *General Counsel Procedures.* Upon referral of a Delinquent Account from the Manager, General Counsel may perform the following:
- a. *Upon Referral of the Delinquent Account From the Manager:* A “Demand Letter” may be sent to the Property Address, notifying the Property owner that the Property has been referred to General Counsel for further collections enforcement, including the filing of a statement of lien against the Property. Along with the Demand Letter, a copy of the most recent account ledger reflecting the total amount due and owing the Districts according to the records of the Manager may also be sent.
 - b. *No Sooner than Thirty (30) Calendar Days from the Postmark Date of the Demand Letter:* A Notice of Intent to File a Statement of Lien, along with a copy of the statement of lien to be filed, may be sent to the Property Address of the Delinquent Account notifying the Property owner that a statement of lien will be recorded with the clerk and recorder of the county where the Property is located (the “Clerk and Recorder”) within no sooner than ten (10) days from the postmark date of the Notice of Intent to File a Statement of Lien.
 - c. *No Sooner than Ten (10) Calendar Days from the Postmark Date of the Notice of Intent to File a Statement of Lien:* A Statement of Lien for the total amount due and owing as of the date of the Statement of Lien may be recorded against the Property with the Clerk and Recorder no sooner than ten (10) days from the postmark date

of the Notice of Intent to File a Statement of Lien is sent to the Property. Notwithstanding the amount due and owing reflected on the Statement of Lien, all Delinquent Fees and Charges will continue to accrue on the Delinquent Account and will run with the Property until the total amount due and owing the District is paid in full.

- d. Deviations. The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.

4. *Foreclosure or Bankruptcy*. In circumstances where the Property is being foreclosed upon or where the owner of the Property has declared or is declaring bankruptcy and notice of such bankruptcy action has been provided to the Districts, the Manager may be permitted, in his or her discretion, to refer the Delinquent Account directly to General Counsel in order to avoid unnecessary, costly and time consuming procedures. Upon referral of the Delinquent Account to General Counsel, General Counsel may, in his or her discretion, immediately file a Statement of Lien on the Property.

**COMBINED RESOLUTION OF THE BOARDS OF DIRECTORS OF
BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1 - 17
REGARDING IMPOSITION OF DISTRICT FEES**

WHEREAS, pursuant to orders of the District Court of Larimer County, Colorado, Berthoud-Heritage Metropolitan District Nos. 1-17 (collectively referred to herein as the “Districts” or individually as a “District”) were duly and validly organized as metropolitan districts in accordance with applicable laws and recorded by the Clerk of the District Court of Larimer County on July 1, 2008 for District Nos 1-9 and November 2018 for District Nos. 10-17. A map of the current Districts’ boundaries is attached hereto as **Exhibit A** and incorporated herein by reference; and

WHEREAS, pursuant to Section 32-1-1001(1)(j) of the Colorado Revised Statutes ("C.R.S."), the Districts are authorized to fix and impose fees, rates, tolls, charges and penalties for services or facilities provided by the Districts which, until paid, may constitute a perpetual lien on and against the property served; and

WHEREAS, the Consolidated Service Plan for the Districts, as may be amended from time to time, (collectively, the "Service Plan") similarly empowers the boards of directors of the Districts (the “Boards”) to impose fees, rates, tolls, charges and penalties for services and facilities generally within the service area of the Districts as reflected in the attached **Exhibit A**, as amended from time to time; and

WHEREAS, the Boards desire to update and amend the prior authorization and establishment of a schedule of fees and charges for costs associated with the services, programs, improvements, facilities, capital costs and/or operational costs provided by the Districts, a copy of which is attached hereto as **Exhibit B** and incorporated herein by reference; and

WHEREAS, the ability to provide facilities and services to the Districts' residents and property owners are predicated upon certain developmental assumptions; and

WHEREAS, there is a reasonable expectation by the Districts that the property within their boundaries will be developed within a reasonable amount of time, subsequent to platting; and

WHEREAS, based upon said expectation, the Districts desire to establish fees for each residential lot and commercial property located within their boundaries to pay for the services and facilities provided by or through the Districts and implement the Districts’ rules and regulations; and

WHEREAS, the Districts may choose to reduce or waive District fees should sufficient revenue for operations and maintenance of District facilities and services become available to the Districts in the future or in their discretion; and

WHEREAS, the Boards of Directors for the Districts (the “Boards”) desire to adopt a resolution and schedule of fees and charges for costs associate with the services, programs, improvements, facilities, capital costs, development costs and/or operational costs provided by the Districts, a copy of which is attached hereto as **Exhibit B** and incorporated herein by reference.

NOW THEREFORE, the Boards of the Districts hereby RESOLVE as follows:

I. DEFINITIONS. The following terms shall have the meanings afforded below:

- A. "Collections Policy" means procedures associated with billing and collections of the fees and charges imposed by the Districts from time to time, a form of which is attached hereto as **Exhibit C** which has been adopted by the Board, and as may be amended from time to time.
- B. "End User" means any third-party homeowner, property owner, or tenant of any homeowner or property owners occupying or intending to occupy a Residential Unit or Commercial Unit.
- C. "Dwelling Unit" means a single-family attached or detached residence and a multi-family attached or detached residence or apartment.
- D. "Legal Boundaries" means the legal boundaries of each of the Districts, as the same are established and amended from time to time pursuant to Title 32, Colorado Revised Statutes.
- E. "Lot" means each parcel of land established by a recorded final subdivision plat and which is located within the Legal Boundaries.
- F. "Residential Unit" means each residential dwelling unit (including, without limitation, any condominium, townhome, or other attached dwelling unit, and any detached single-family dwelling unit) which is located within the Legal Boundaries.
- G. "Commercial Unit" means each property that is used for non-residential purposes, including but not limited to business activities, industrial, office, retail, manufacturing, or other non-residential purposes for properties which are located within the Legal Boundaries.
- H. "Transfer" shall include a sale, conveyance, or transfer by deed, instrument, writing, lease, or any other documents or otherwise by which real property is sold, granted, let, assigned, transferred, exchanged, or otherwise vested in a tenant, tenants, purchaser, or purchasers for purposes of residential or commercial use.

II. ADMINISTRATIVE TRANSFER FEE.

- A. The District shall be authorized to charge an Administrative Transfer Fee in connection with all property title transfers and new accounts of the Districts. Such administrative expenses may include costs incurred related to property transfers, updates to District files, transfer letters, and status letters needed for the closing of each property within the District.
- B. The Administrative Transfer Fee shall be imposed at a rate established by the Districts from time to time pursuant to an annual Schedule of Fees and shall constitute the rate in effect until such Schedule of Fees is amended.
- C. All Administrative Transfer Fees established hereunder shall be due and owing from the current owner and/or seller of property upon all property title transfers and is payable to the Berthoud-Heritage Metropolitan District No. 1.

III. PROPERTY RESALE ENHANCEMENT FEE

- A. A Property Resale Enhancement Fee shall be imposed for all Single-Family units and all Multi-Family units.
- B. The Single and Multi-Family Property Resale Enhancement Fees shall be imposed at a rate established by the Districts from time to time pursuant to an annual Schedule of Fees and shall constitute the rate in effect until such Schedule of Fees is amended.
- C. All Property Resale Enhancement Fees established hereunder shall be due and owing by the property owner selling the property to Berthoud-Heritage Metropolitan District No. 1 upon property title transfers of all single family and multi-family sales subsequent of the original property transfer between the developer and or builder to an owner once home is built on the lot. The amount of each Property Transfer Fee due hereunder shall be at the rate in effect at the time of payment.

IV. RAW WATER, NON-POTABLE WATER SYSTEM AND PLANT INVESTMENT FEES.

- A. Raw Water and Non-Potable Irrigation Water System and Plant Investment Fees. The District shall be authorized to charge Raw Water and Non-Potable Irrigation Water System Tap Fee for each residential unit and non-residential property (on a per square footage basis) which shall be imposed at a rate established by the Districts from time to time pursuant to an annual Schedule of Fees and shall constitute the rate in effect until such Schedule of Fees is amended. The Raw Water and Non-Potable Irrigation Water System and Plant Investment Fees may be used as a source of revenue to finance, defray, reimburse, plan, acquire, construct, install, implement and administer the Irrigation Water, Non-Potable Irrigation Water System facilities, improvements and monitoring systems, and to defray the costs of related operations, administration and maintenance of the facilities and improvements needed to connect property owners to the Districts' Irrigation Water System.

V. DISTRICT DEVELOPMENT FEE.

- A. A one-time Development Fee is hereby established and imposed upon each Residential Unit and Commercial Unit for services provided in connection with the construction, operations and maintenance of public facilities and District amenities.
- B. The Development Fee shall be imposed at a rate established by the Districts from time to time pursuant to an annual Schedule of Fees and shall constitute the rate in effect until such Schedule of Fees is amended. In the District's discretion, the Development Fee may be automatically adjusted to reflect the change in annual adjustments for the changes in the Denver-Boulder-Greeley CPI but not to exceed a cumulative increase of ten percent (10%) per year commencing January 1, 2017 but no later than March 1 of any calendar year.
- C. All Development Fees established hereunder shall be due and owing to Berthoud-Heritage Metropolitan District No. 1 by the property lot owner prior to the issuance of the Town building permit.

VI. GENERAL OPERATIONS FEE.

- A. A General Operations Fee is hereby established and imposed upon each Single-Family Residential Unit, each Multi-Family Residential Unit and each Commercial Unit for services provided in connection with the construction, operation, and maintenance of public facilities within the Legal Boundaries, including but not limited to operations and maintenance of recreational facilities, landscaping, and common areas. Upon payment of the General Operations Fee, an End User shall have access and use of the District amenities except the golf course (for example: pool, clubhouse, sports club) without charge of an additional or separate Access Fee.
- B. The General Operations Fee shall be imposed at a rate established by the Districts from time to time pursuant to an annual Schedule of Fees and shall constitute the rate in effect until such Schedule of Fees is amended.
- C. The General Operations Fee shall be first due and owing as of the date of Transfer or when the unit is occupied for residential use; whichever occurs first.
- D. The General Operations Fee shall be paid on an annual basis in semi-annual installments and will be prorated and collecting for timing of transfer/ownership by closing agents. The General Operations Fee may increase periodically based upon determination of the Board of Directors of the operational and maintenance needs of the District.

VII. DISTRICT AMENITY FEES.

- A. The District shall be authorized to charge District Amenity Fees for District amenities for the costs associated with the operation and maintenance of recreation facilities within the boundaries of the Districts and for other costs of the Districts, which include but are not limited to, operations and maintenance of the public pool, fitness center, reservoirs, restaurants and related facilities and appurtenances associated with maintaining this amenity of the Districts. This District access fees will be at a reduced rate or at a discount rate taking into consideration the other fees and taxes paid by residents of each of the Districts for the operation and maintenance of public facilities and improvements within the Districts. These Fee(s) shall be due prior to granting access for any District families desiring to use the Reservoir amenities and restaurants and related facilities within the District.
- B. The Amenity Access Fees shall be imposed at rates established by the Districts from time to time pursuant to an Amenity Fee Schedule and shall constitute the rates in effect until such Amenity Fee Schedule is amended.
- C. All District Amenity Access Fees may increase periodically based upon determination of the Board of Directors for the capital, operational and maintenance needs of the District Amenities.
- D. Use of District Amenities requires: (1) Payment of applicable District Fees noted in the schedule attached hereto, in compliance with this District Fee Resolution, as amended from time to time (2) users of District Amenities must be in good standing with the District (3) Use of District Amenities,

including but not limited to pool, clubhouse and other Districts Amenities requires acknowledgement and consent to be subject to the applicable District rules and regulations regarding use and access to each District Amenity.

VIII. NON-DISTRICT AMENITY ACCESS FEES.

- A. The District shall be authorized to charge Non-District Amenity Access Fees for each family residing outside of the Districts for the costs associated with the operation and maintenance of recreation facilities within the boundaries of the Districts and for other costs of the Districts, which include but are not limited to, operations and maintenance of the public pool, fitness center and related facilities and appurtenances associated with maintaining this amenity of the Districts. This non-District user fee is designed to include an administrative fee to account for other fees and taxes paid by residents of the Districts to subsidize the operation and maintenance of public facilities and improvements within the Districts. This Fee shall be due on an annual basis, prior to granting access for any non-District families desiring access to the District pool, fitness center, clubhouse, and related facilities.
- B. The Non-District Amenity Access Fees shall be imposed at rates established by the Districts from time to time pursuant to an annual Non-District Amenity Access Fee Schedule and shall constitute the rates in effect until such Non-District Amenity Fee Schedule is amended.
- C. All Non-District Amenity Access Fees may increase periodically based upon determination of the Board of Directors for the capital, operational and maintenance needs of the District Amenities.

IX. ARCHITECTURAL REVIEW AND CONSTRUCTION DEPOSIT FEES.

- A. Architectural Review Fees shall be authorized for total plan review (architectural plans) and for exterior landscape plan review (landscape plans). The Architectural Review Fee will be charged to the homeowner for each submittal and paid to Berthoud-Heritage Metropolitan District No. 1. This fee will cover all work related the processing of such submittal and shall be according to the Schedule set forth in the Heron Lakes Community Residential Improvement Guidelines & Site Restrictions (as amended from time to time).
- B. All Owners and Builders must establish a construction maintenance deposit. All sites must be maintained per the standards established in the Covenants and Design Guidelines. Violations will be enforced diligently and may result in fines or District maintenance to correct any violations. Any fines or cost associated with violations will be assessed against the Construction Deposit on account by the Berthoud-Heritage Metropolitan District No. 1. Once the construction activities are complete and final approvals are given, District may apply any balance to the then Operations Fee due in any given calendar year.

I. GENERAL PROVISIONS.

- A. Payment. Payment for each fee shall be made payable to "Berthoud-Heritage Metropolitan District

No. 1" within 30 days of the invoiced date and sent to the office of the District Manager at the address indicated on the annual Schedule of Fees, for receipt by the due date.

- B. Delinquent Charges and Collections. Delinquent account procedures and collections activities associated with Fees are governed by the terms of the Districts' then-existing Fee Resolution and Collection Policy attached hereto as **Exhibit C**.
- C. Interest. The Districts may also impose interest upon the underlying fee amount due. Unpaid District Fees not paid in full within five (5) days after the scheduled due date may be assessed a late fee of fifteen dollars (\$15.00), per §29-1-1102(3), C.R.S. Pursuant to §29-1-1102(7), C.R.S., interest may also accrue on any outstanding Fee, exclusive of assessed late fees, at the rate of up to eighteen percent (18%) per annum.
- D. Perpetual Lien. All Fees established herein shall, until paid, constitute a perpetual lien on and against the property served, and any such lien may be foreclosed in the manner as provided by the laws of the State of Colorado for the foreclosure of mechanic's liens, pursuant to § 32-1-1001(1)(j), C.R.S. All such liens shall be in a senior position as against all other liens of record affecting the property served or benefited, or to be served or benefited by improvements of the Districts and shall run with the Property and remain in effect as to any portion of such property as to which the appropriate fee has not been paid, except as specifically provided for by state or federal law. All liens contemplated herein may be foreclosed in any manner authorized by law at such time as the Districts may determine that fees hereunder have not been paid as required.
- E. Amendment. The Districts expressly reserve the right to amend, revise, redact, waive and/or repeal this Resolution in whole or in part, from time to time in order to further the purposes of carrying on the business and services of the Districts. The foregoing shall specifically include, but not be limited to the right to adopt new policies as may be deemed necessary in the Districts' sole discretion.
- F. Deviations. The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.
- G. Validity. If any clause or provision of this Resolution is found to be invalid or unenforceable by a court of competent jurisdiction or by operation of any applicable law, such invalid or unenforceable clause or provision shall not affect the validity of the Resolution as a whole, and all other clauses or provisions shall be given full force and effect.
- H. Effective Date. This Resolution supersedes all prior Resolutions approved and adopted by the Districts concerning District Fees. All such prior Resolutions are hereby superseded by this Resolution. This Resolution shall be immediately effective as of the date executed below.

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This Resolution supersedes any and all prior Resolutions approved and adopted by the Districts concerning Fees.

ADOPTED AND APPROVED to be effective as of the 4th day of February, 2022.

**BERTHOUD-HERITAGE
METROPOLITAN DISTRICT NOS. 1- 17**

Jon A. Turner, President

ATTEST:

Emily Kupec, Secretary

**BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1 - 17
DISTRICT BOUNDARY MAPS**

[MAP WILL BE UPDATED UPON RECORDING OF INCLUSION & EXCLUSION OF PROPERTIES]

EXHIBIT B
BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1 - 17
SCHEDULE OF RESIDENTIAL DISTRICT FEES

Residential Subdivisions -Effective 2022-02-04			
District No. 2 - Heron Lakes 1st & 3rd Filing			
Unit Classification	Fee Type	Amount	Time of Collection
All Residential Units	Administrative Transfer Fee	\$ 150.00	Paid by seller and collected at property transfer
	Property Resale Enhancement Fee	.35% of sale price	Collected at home resale once home on lot & paid by seller
	Raw Water System Fee	\$ 8,250.00	One time fee due prior to building permit issuance
	Non-Potable Water System Fee	\$ 8,250.00	One time fee due prior to building permit issuance
	Non-pot Irrigation PIF	\$ 2,750.00	One time fee due prior to building permit issuance
	Flat Monthly Rate	\$ 70.00	Set annually, collected monthly for irrigation season
Attached Family	Development Fee	\$ 1,750.00	One time fee due prior to building permit issuance
Single Family	Development Fee	\$ 2,750.00	One time fee due prior to building permit issuance
Attached Family	General Operations Fee	\$ 1,000.00	Set annually and collected semi-annually
Single Family	General Operations Fee	\$ 1,500.00	Set annually and collected semi-annually
	Amenity Fees	See below	Discounted rates available for in-District members
	ACC Fees/Deposit	See below	
District No. 4 - Vantage -(Westhaven)			
Unit Classification	Fee Type	Amount	Time of Collection
All Residential Units	Administrative Transfer Fee	\$ 150.00	Paid by seller and collected at property transfer
	Property Resale Enhancement Fee	\$ 1,400.00	Collected at home resale once home on lot & paid by seller
Attached Family	Development Fee	\$ 1,750.00	One time fee due prior to building permit issuance
Single Family	Development Fee	\$ 2,000.00	One time fee due prior to building permit issuance
Attached & Single Family	General Operations Fee	\$ 1,000.00	Set annually and collected semi-annually
	Amenity Fees	See below	Discounted rates available for in-District members
	ACC Fees - Landscaping	\$ 250.00	Submit with Vantage ARC application. After 2nd review or modification applications \$150 per review
District No. 10 - Vantage -(Easthaven)			

Unit Classification	Fee Type	Amount	Time of Collection
All Residential Units	Administrative Transfer Fee	\$ 150.00	Paid by seller and collected at property transfer
	Property Resale Enhancement Fee	\$ 1,400.00	Collected at home resale once home on lot & paid by seller
Attached Family	Development Fee	\$ 1,750.00	One time fee due prior to building permit issuance
Single Family	Development Fee	\$ 2,000.00	One time fee due prior to building permit issuance
Attached & Single Family	General Operations Fee	\$ 1,000.00	Set annually and collected semi-annually
	Amenity Fees	See below	Discounted rates available for in-District members
	ACC Fees - Landscaping	\$ 250.00	Submit with Vantage ARC application. After 2nd review or modification applications \$150 per review
District No. 6 - Heron Lakes 4th & 5th Filing + Filing 7 Townhomes			
Unit Classification	Fee Type	Amount	Time of Collection
Single Family Residential Units	Administrative Transfer Fee	\$ 150.00	Paid by seller and collected at property transfer
	Property Resale Enhancement Fee	.35% of sale price	Collected at home resale once home on lot & paid by seller
	Raw Water System Fee	\$ 8,250.00	One time fee due prior to building permit issuance
	Non-Potable Water System Fee	\$ 8,250.00	One time fee due prior to building permit issuance
	Non-pot Irrigation PIF	\$ 2,750.00	One time fee due prior to building permit issuance
	Usage Rates	TBD	Set and collected annually based on usage
Attached Family (Filing 7)	Administrative Transfer Fee	\$ 150.00	Paid by seller and collected at property transfer
	Property Resale Enhancement Fee	.35% of sale price	Collected at home resale once home on lot & paid by seller
	Raw Water System Fee	\$ -	Paid to Town at permit
	Non-Potable Water System Fee/unit	\$ 5,368.62	One time fee due prior to building permit issuance
	Non-pot Irrigation PIF/unit	\$ 1,700.88	One time fee due prior to building permit issuance
	Usage Rates	TBD	Set and collected annually based on usage
Attached Family (Filing 7)	Development Fee	\$ 1,750.00	One time fee due prior to building permit issuance
Single Family	Development Fee	\$ 2,750.00	One time fee due prior to building permit issuance
Attached Family	General Operations Fee	\$ 1,000.00	Set annually and collected semi-annually
Single Family	General Operations Fee	\$	Set annually and collected semi-annually

			1,500.00	
	Amenity Fees		See below	Discounted rates available for in-District members
	ACC Fees/Deposit		See below	
District No. 8 - The Rookery				
Unit Classification	Fee Type		Amount	Time of Collection
All Residential Units	Administrative Transfer Fee		\$ 150.00	Paid by seller and collected at property transfer
	Property Resale Enhancement Fee		.35% of sale price	Collected at home resale once home on lot & paid by seller
	Raw Water System Fee		\$ 8,250.00	One time fee due prior to building permit issuance
	Non-Potable Water System Fee		\$ 8,250.00	One time fee due prior to building permit issuance
	Non-pot Irrigation PIF		\$ 2,750.00	One time fee due prior to building permit issuance
	Flat Monthly Rate		\$ 70.00	Set annually & collected monthly/irrigation season
Single Family	Development Fee		\$ 3,000.00	One time fee due prior to building permit issuance
Single Family	General Operations Fee		\$ 5,400.00	Set annually and collected semi-annually
	Amenity Fees		See below	Discounted rates available for in-District members
	ARC Fees/Deposit		See below	
Berthoud Heritage Metropolitan District Design Control Submittal Fees: Districts 2, 6, & 8 (Heron Lakes Subdivisions)				
Architectural Review Fees:	\$800 Review Fee for initial home plan review and one additional review. See application.			Due at plan submittal
Architectural Review Fees:	(\$250 additional for each revision after 2nd review)			
Modification Review Fees:	\$500 with application			
Construction Deposit:	\$800 per property.			Due at ARC plan submittal
Berthoud Heritage Metropolitan District Design Control Submittal Fees: Districts 4 & 10 (Vantage)				
Architectural Review Fees:	\$250 Review Fee for initial home plan or initial landscaping includes 2 reviews of the same application. Additional reviews beyond 2 at \$150 per review. See application for additional detail. Due at submittal.			
Modification Review Fees:	\$150 Review Fee, also applies to review #3 or more, per review, for landscape plans. Due at submittal.			
Access Fees:				
In-District constituents receive a discount on food (not alcohol) for parties of 8 or less by showing your driver's license. Heron Lakes residents receive a 20% discount (Districts 2,6 & 8), and Vantage residents (Districts 4 & 10) receive a 15% discount.				

EXHIBIT B -1

**BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1 - 17
SCHEDULE OF RESIDENTIAL DISTRICT FEES
CONTINUED**

ACC and Permit Total Summary:

District No. 2		
Raw Water System Fee		\$ 8,250.00
Non-Potable Water System Fee		\$ 8,250.00
Non-pot Irrigation PIF		\$ 2,750.00
Development Fee		\$ 2,750.00
ACC Fee		\$ 800.00
Construction Deposit		\$ 800.00
<u>TOTAL</u>		<u>\$ 23,600.00</u>

ARC and Permit Totals:

District No. 4		
Water to be purchased directly from the Town through permitting.		
Development Fee		\$ 2,000.00
ACC Fee- Bulk review one time.		\$ 250.00
Construction Deposit		\$ -
<u>TOTAL</u>		<u>\$ 2,250.00</u>

**Lonetree Lake Club
2022 Seasonal Membership Fee Schedule**

ANNUAL BOATING MEMBERSHIP FEES:**

(Approximate Season May-October)

➤ Heron Lakes Residents: District Nos. 2, 6 or 8	\$1,000
➤ Vantage Residents: District No. 4	\$1,500
➤ TPC Colorado Member	\$2,000
➤ General Public	\$3,500

OTHER SEASONAL PASSES:

(Approximate Season May-October)

	<u>In-District</u>	<u>Out of District</u>
➤ SUP/Canoe/Kayak	\$100	\$300
➤ Lakeshore Fishing	\$100	\$300
➤ Electric Motorboat for Fishing	\$100	\$300

NOTE: If you do not provide proof of being a Resident (address) or TPC member # you will be charged General Public Fee.

GENERAL PUBLIC DAY PASS:

(Friday/Saturday/Sunday Only **8am-8pm**)

➤ Powerboat	\$300 Day**
➤ Sailboat/Fishing boat	\$50 Day
➤ Jet Ski	\$100 Day
➤ SUP/Canoe/Kayak- First come first serve	\$15 per person
➤ Lakeshore Fishing	\$15 per person

(Kids 8 years old and under free, accommodated by an adult)

**Number of Powerboats will be limited on a daily basis

All members (including guests) and the general public must follow Lonetree Lake Club Rules and Regulations and agree to comply with the regulations. If a member is found not adhering to the guidelines and the rules and regulations, member; their guests, and the general public will be banned from the reservoir for the duration of the season. Rules & Regulations & Fees are subject to change without notice.

EXHIBIT C
BERTHOUD-HERITAGE METROPOLITAN DISTRICT NOS. 1 - 17
COLLECTION POLICY

(Effective as of February 4, 2022)

The District had adopted the following collection policies:

1. *Perpetual Lien.* Pursuant to § 32-1-1001(l)(j)(I), C.R.S., all Delinquent Fees and Charges shall constitute a perpetual lien on and against the Property served by the District (the “**Lien**”). All such Liens shall, to the fullest extent permitted by law, have priority over all other liens of record affecting the Property and shall run with the Property and remain in effect until paid in full. All Liens contemplated herein may be foreclosed as authorized by law at such time as the District, in its sole discretion, may determine.
 - a. Notwithstanding the foregoing, the guidelines set forth in this Resolution are intended to create orderly and fair procedures for the processing and collection of Delinquent Fees and Charges and to provide additional notice to interested parties, including, but not limited to, title companies and the Property owner. In the event any or all of the guidelines set forth in this Resolution are not followed, such deviation shall not affect the status of the Lien in any way. Further, the Board may waive any guidelines set forth in this Resolution and may amend them from time to time as it deems necessary.

2. *District’s Manager Procedures.* The District’s Manager, Accountant or Billing Agent (any of which are referred to herein as the “**Manager**”) is responsible for collecting Fees imposed by the District against the Property. In the event payment of Fees is delinquent, the Manager may perform the procedures listed below. The Fees are considered delinquent when they have not been paid by their corresponding due date (the “**Delinquent Account**”):
 - a. *Thirty (30) Calendar Days Past Due:* A delinquent payment “**Reminder Letter**” may be sent to the address of the last known owner or occupant of the Property according to the Manager’s records. In the event the above mailing is returned as undeliverable, the Manager may send a second copy of the Reminder Letter to: (1) the Property; and (2) the address of the last known owner of the Property as found in the real property records of the County Assessor’s Office (the “**Assessor**”) for the County in which the District is located (collectively, the “**Property Address**”). Said Reminder Letter may: (1) request prompt payment; (2) notify the Property owner that a Reminder Letter Fee and a Late Fee in the amounts set forth in this Resolution have been assessed; and (3) reference the URL

address of the District's webpage where this Resolution is displayed, if available and requested by the Board.

b. *Sixty (60) Calendar Days Past Due:* A "Warning Letter" may be sent to the Property Address: (1) requesting prompt payment; (2) warning of further legal action should the Property owner fail to pay the total amount due and owing; and (3) explaining that the Manager can provide a copy of the Resolution upon request. Along with the Warning Letter, a copy of the most recent account ledger reflecting the total amount due and owing to the District according to the records of the Manager may also be sent.

c. *Delinquent Accounts Post Warning Letter:* The District Manager shall continue to monitor the Delinquent Account until either (i) the amount of the Fees owing on such Delinquent Account are equal to or greater than the amount that would be collected under the current rate for such Fees over a one year period, or (ii) the account is more than six (6) months past due, regardless of whether the Manager has performed the tasks outlined in this Section 1(b) of this Resolution, the Manager may refer the Delinquent Account to the District's General Counsel (the "General Counsel"). At the time of such referral, the Manager may be requested to provide General Counsel with copies of all notices and letters sent pursuant to Section 1(b), if any, as well as a copy of the most recent ledger for the Delinquent Account.

d. Deviations. The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.

3. *General Counsel Procedures.* Upon referral of a Delinquent Account from the Manager, General Counsel may perform the following:

a. *Upon Referral of the Delinquent Account From the Manager:* A "Demand Letter" may be sent to the Property Address, notifying the Property owner that the Property has been referred to General Counsel for further collections enforcement, including the filing of a statement of lien against the Property. Along with the Demand Letter, a copy of the most recent account ledger reflecting the total amount due and owing the District according to the records of the Manager may also be sent.

b. *No Sooner than Thirty (30) Calendar Days from the Postmark Date of the Demand Letter:* A Notice of Intent to File a Statement of Lien, along with a copy of the statement of lien to be filed, may be sent to the Property Address of the Delinquent Account notifying the Property owner that a statement of lien will be recorded with the clerk and recorder of the county where the Property is located

(the “Clerk and Recorder”) within no sooner than ten (10) days from the postmark date of the Notice of Intent to File a Statement of Lien.

c. *No Sooner than Ten (10) Calendar Days from the Postmark Date of the Notice of Intent to File a Statement of Lien:* A Statement of Lien for the total amount due and owing as of the date of the Statement of Lien may be recorded against the Property with the Clerk and Recorder no sooner than ten (10) days from the postmark date of the Notice of Intent to File a Statement of Lien is sent to the Property. Notwithstanding the amount due and owing reflected on the Statement of Lien, all Delinquent Fees and Charges will continue to accrue on the Delinquent Account and will run with the Property until the total amount due and owing the District is paid in full.

d. Deviations. The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.

4. *Foreclosure or Bankruptcy.* In circumstances where the Property is being foreclosed upon or where the owner of the Property has declared or is declaring bankruptcy and notice of such bankruptcy action has been provided to the District, the Manager may be permitted, in his or her discretion, to refer the Delinquent Account directly to General Counsel in order to avoid unnecessary, costly, and time-consuming procedures. Upon referral of the Delinquent Account to General Counsel, General Counsel may, in his or her discretion, immediately file a Statement of Lien on the Property.

5. *Fee Schedule:*

- a. Late Fee Charge: A late fee of \$15.00 may be assessed on every account that is not paid in full within the 30 days referenced above. The late fee charge may be amended from time to time by resolution of the Board.
- b. Bad Check Charge: For each check that for any reason is returned to the District unpaid, the unit/lot owner shall owe the District a “bad check” charge of \$35.00. The bad check charge may be amended from time to time by resolution of the Board.
- c. Collection Fees: The unit/lot owner shall be responsible for all collection costs incurred by the District as part of the collection process, including, but not limited to, attorney fees, collection agent fees, and court costs.

CERTIFIED RECORD
OF
PROCEEDINGS

BERTHOUD - HERITAGE METROPOLITAN DISTRICT No. 10
(IN THE TOWN OF BERTHOUD)
LARIMER COUNTY, COLORADO

RELATING TO

SENIOR LIMITED TAX GENERAL OBLIGATION BONDS, SERIES 2022A

AND

SUBORDINATE LIMITED TAX GENERAL OBLIGATION BONDS, SERIES 2022B

(Attach copy of notice of meeting, as posted)

STATE OF COLORADO)
)
 LARIMER COUNTY)
)
 BERTHOUD - HERITAGE METROPOLITAN)
 DISTRICT NO. 10)

The Board of Directors of Berthoud - Heritage Metropolitan District No. 10, in the Town of Berthoud, Larimer County, Colorado, met in special session held at the Wine Room, TPC Clubhouse, 2375 TPC Parkway, Berthoud, Colorado 80513, and via Microsoft Teams, <https://tinyurl.com/2p9b69c2> and by telephone +1 720-721-3140, Conference ID: 812899662#; on Friday, the 4th day of February, 2022, at the hour of 9:00 a.m.

The following members of the Board of Directors were present, constituting a quorum:

Board Member	Office
Jonathan Turner	President and Chair
Emily Kupec	Secretary/Treasurer
Elizabeth Birdsall	V.P., Asst. Sec/Treasurer
James Birdsall	V.P., Asst. Sec/Treasurer
Christopher Frye	V.P., Asst. Sec/Treasurer

Absent:

Thereupon there was introduced the following resolution:

RESOLUTION

WHEREAS, Berthoud - Heritage Metropolitan District No. 10, in the Town of Berthoud, Larimer County, Colorado (the “**District**”), District is a quasi-municipal corporation and political subdivision duly organized and existing as a metropolitan district under the constitution and laws of the State of Colorado, including particularly Title 32, Article 1, C.R.S; and

WHEREAS, the District was duly and validly created as a quasi-municipal corporation and political subdivision of the State of Colorado, by order and decree of the District Court for Larimer County, Colorado (the “**County**”) dated December 11, 2018 and recorded in the real property records of the County on December 31, 2018, in accordance with the provisions of Title 32, Article 1, Colorado Revised Statutes (the “**Special District Act**”), and with the power to provide certain public infrastructure improvements and services, including street improvements, traffic and safety improvements, water improvements, storm and sanitation improvements, park and recreation improvements, transportation improvements, mosquito control improvements, and other infrastructure within and without its boundaries (collectively, the “**Public Improvements**”), as authorized pursuant to the Amended and Restated Consolidated Service Plan for Berthoud – Heritage Metropolitan District Nos. 1-17, approved by the Town of Berthoud (the “**Town**”) on March 23, 2021 (the “**Service Plan**”), and as otherwise authorized under applicable law; and

WHEREAS, at the election of the qualified electors of the District duly called for and held on November 6, 2018 (the “**Election**”), in accordance with law and pursuant to due notice, a majority of eligible electors who voted at such election voted in favor of, inter alia, the issuance of general obligation indebtedness and the imposition of taxes for the payment thereof, for the purpose of funding the Public Improvements, and for the purpose of refunding such indebtedness; and

WHEREAS, the return of the Election was duly canvassed and the results thereof duly declared; and

WHEREAS, for the purpose of providing for public improvements, the District has previously entered into an Amended and Restated Advance and Reimbursement Agreement, dated as of November 3, 2021, as the same may be amended or restated (the “**Reimbursement Agreement**”), by and between the District and Heron Lakes Investments, LLC, a Colorado limited liability company and ALC V – Berthoud, LLC, a Colorado limited liability company (together, the “**Developer**”), pursuant to which agreement the District agreed to acquire from the Developer any Public Improvements constructed for the benefit of the District and to reimburse the Developer for the costs of Public Improvements constructed by or on behalf of the Developer, if any, in accordance with the provisions thereof, but solely from the sources of revenue identified therein; and

WHEREAS, pursuant to the terms of the Service Plan, the District is authorized and permitted to issue up to \$90,000,000 in Debt (as defined in the Service Plan) and Berthoud – Heritage Metropolitan District Nos. 1-17 (the “**Districts**”), combined, are authorized and permitted to issue \$168,000,000 collectively in Debt (as defined in the Service Plan) to finance Public

Improvements, not including refunding bonds issued by the Districts to refund outstanding Debt; and

WHEREAS, the District has not previously issued any Debt (as defined in the Service Plan); and

WHEREAS, the Districts have collectively issued \$26,570,000 in Debt (as defined in the Service Plan); and

WHEREAS, it has been determined by the District that it is necessary to finance and refinance Public Improvements and that for the purpose of issuing debt to be applied for such purposes, the District should authorize the incurrence of debt in the form of the bonds described herein; and

WHEREAS, after extended discussions and consultation, it has been determined by the Board that it is necessary and in the best interest of the District and its residents to pay the costs of (i) financing or refinancing Public Improvements (including paying amounts due or to become due to the Developer under the Reimbursement Agreement), (ii) funding a reserve fund for the Bonds (as defined below), (iii) funding capitalized interest on the Bonds, and (iv) paying costs of issuance in connection with the Bonds (as defined below) (collectively, the “**Project**”); and

WHEREAS, the Board has determined and hereby determines that it is in the best interests of the District, and the residents and taxpayers thereof, that the Project be financed by the issuance of general obligation limited tax bonds, and that for such purpose there shall be issued the District’s (i) Senior Limited Tax General Obligation Bonds, Series 2022A (the “**Series 2022A Senior Bonds**”), and (ii) Subordinate Limited Tax General Obligation Bonds, Series 2022B (the “**Series 2022B Subordinate Bonds**”) (collectively, the Series 2022A Senior Bonds and the Series 2022B Subordinate Bonds are referred to herein as the “**Bonds**”); and

WHEREAS, the Bonds will be issued and secured by two separate Indentures of Trust, one for each series (individually, an “**Indenture**” and collectively, the “**Indentures**”), between the District and UMB Bank, n.a., as trustee (the “**Trustee**”); and

WHEREAS, the Bonds shall be issued pursuant to the provisions of Title 32, Article 1, Part 11, C.R.S., 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 Bonds shall be limited obligations of the District, payable solely from the revenues pledged thereto by the applicable Indenture; and

WHEREAS, the Bonds initially shall be issued in denominations of \$500,000 each, and in integral multiples above \$500,000 of not less than \$1,000 each, and will be exempt from registration under the Colorado Municipal Bond Supervision Act; 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, the Board has been presented with a proposal in the form of a Bond Purchase Agreement (the “**Bond Purchase Agreement**”) from Wells Fargo Securities, LLC, of Denver, Colorado (the “**Underwriter**”), to purchase the Bonds; and

WHEREAS, after consideration, the Board has determined that the sale of the Bonds to the Underwriter is in the best interests of the District and the residents thereof; and

WHEREAS, pursuant to §32-1-902(3), C.R.S., and §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 §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, said officials have stated for the record immediately prior to the adoption of this Bond Resolution the fact that they have said interests and the summary nature of such interests and the participation of said officials is necessary to obtain a quorum or otherwise enable the Board to act; and

WHEREAS, there has been presented to this meeting of the Board the current forms of the “**Financing Documents**” as defined hereafter; and

WHEREAS, the Board desires to authorize the issuance and sale of the Bonds and the execution of the Financing Documents;

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF BERTHOUD - HERITAGE METROPOLITAN DISTRICT NO. 10:

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

Authorized Officer: the person or persons authorized to sign the Indentures and the Bond Purchase Agreement pursuant to the Delegated Authority, and to sign other documents pertaining to the Bonds as provided in this Bond Resolution, which shall be any member of the Board.

Bond Resolution: this resolution which authorizes the issuance of the Bonds, and any amendment or supplement lawfully made hereto.

Continuing Disclosure Agreement: an agreement, certificate, or undertaking of the District to provide certain post-issuance information as described in the Limited Offering Memorandum.

Delegated Authority: the authority delegated by this Bond Resolution to any Authorized Officer to sign the Bond Purchase Agreement and to make the following

determinations with respect to the Bonds in the Indentures, which determinations shall be subject to the restrictions and parameters set forth below:

- (1) the rate or rates of interest on the Bonds;
- (2) the conditions on which and the prices at which the Bonds may be redeemed before maturity;
- (3) the existence and amount of any capitalized interest or reserve funds;
- (4) the price or prices at which the Bonds will be sold;
- (5) the principal amount and denominations of the Bonds;
- (6) the amount of principal maturing in any particular year;
- (7) the dates on which principal and interest shall be paid; and
- (8) providing for financial guaranty insurance policies and/or debt service reserve fund surety policies, if any, with respect to the Bonds.

The foregoing authority shall be subject to the following restrictions and parameters:

- (1) the interest rate or rates on the Bonds shall be such that the Bonds bear interest at a net effective interest rate which does not exceed any such rate as set forth in the Service Plan or pursuant to the Election;
- (2) the total repayment cost of the Bonds and the maximum annual repayment costs thereof shall not exceed, respectively, the total repayment cost and maximum annual tax increase limitations of the Election;
- (3) the sale price of the Bonds shall be an amount not less than 95% of the aggregate principal amount of the Bonds;
- (4) the Bonds shall mature not later than December 15, 2052; and
- (5) the aggregate principal amount of the two series of Bonds shall not exceed \$22,000,000, and the allocation of such maximum amount between the Series 2022A Senior Bonds and the Series 2022B Subordinate Bonds shall be as determined pursuant to the Delegated Authority.

Financing Documents: collectively, the Indentures, the Continuing Disclosure Agreement, the Letter of Representations and the Bond Purchase Agreement.

Letter of Representations: the letter of representations from the District to DTC to induce DTC to accept the Bonds as eligible for deposit at DTC.

Limited Offering Memorandum: the final version of the Limited Offering Memorandum.

Preliminary Limited Offering Memorandum: the preliminary version of the Limited Offering Memorandum concerning the Bonds and the District.

Section 2. Approvals, Authorizations, and Amendments. The Financing Documents are incorporated herein by reference and are hereby approved. All Authorized Officers are hereby authorized and directed to execute the Financing Documents and to affix the seal of the District thereto, and further to execute and authenticate such other documents, instruments, or certificates as are deemed necessary or desirable in order to issue and secure the Bonds. Such documents are to be executed in substantially the form presented at this meeting of the Board, provided that such documents may be completed, corrected, or revised as deemed necessary by the parties thereto in order to carry out the purposes of this Bond Resolution. Copies of all of the Financing Documents shall be delivered, filed, and recorded as provided therein.

Upon execution and delivery 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 proper 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 an authorized officer of the District in connection with the issuance, sale, or delivery 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. In accordance with the Constitution of the State of Colorado; the Supplemental Act; Title 32, Article 1, Part 11, C.R.S.; the Election; and all other laws of the State of Colorado thereunto enabling, there shall be issued the Bonds for the purpose of: (i) financing or refinance Public Improvements (including paying amounts due or to become due to the Developer under the Reimbursement Agreement), (ii) funding a reserve fund for the Series 2022A Senior Bonds, (iii) funding capitalized interest on the Series 2022A Senior Bonds, and (iv) paying costs of issuance and other costs in connection with the Bonds. The Bonds shall constitute limited obligations of the District as provided in the Indentures. The District hereby elects to apply all of the provisions of the Supplemental Act to the Bonds.

Section 4. Bond Details; Delegated Authority. The Bonds shall be issued only as fully registered Bonds without coupons in Authorized Denominations. Unless the District shall otherwise direct, the Bonds shall be numbered separately from 1 upward, with the number of each Bond preceded by "R-". The Bonds shall be dated as of the date of issuance, and shall be payable at such time or times, shall be subject to redemption prior to maturity, and otherwise shall be as determined in the Indentures. Pursuant to §11-57-205, C.R.S., of the Supplemental Act the

Board hereby delegates the Delegated Authority to an Authorized Officer and authorizes the signing of the Indentures and the Bond Purchase Agreement pursuant thereto.

Section 5. Authorization for Separate Issuances. It is the intent of the District that if practicable, both series of Bonds should be issued and closed on or about the same date; provided however, that nothing herein requires the same, and the authorization herein is intended to authorize the issuance of the Series 2022A Senior Bonds and the Series 2022B Subordinate Bonds independently of each other. Nothing herein is intended to impair, alter, or affect the District's and the Authorized Officers' ability to issue one series prior to the other, or to issue only one of the two series.

Section 6. Authorization to Execute Documents. The officers of the District are hereby authorized and directed to take all actions necessary or appropriate to effectuate the provisions of this Bond Resolution, including but not limited to the execution of (i) a direction to the Trustee to provide a conditional notice of redemption to the registered owners of any of the Refunded Obligation, and (ii) such certificates and affidavits as may be reasonably required by the Underwriter.

Section 7. Permitted Amendments to Bond Resolution. The District may amend this Bond Resolution in the same manner and subject to the same terms and conditions as apply to an amendment or supplement to the applicable Indenture.

Section 8. Appointment of District Representative. Jon Turner is hereby appointed District Representative, as defined in the Indentures. A different District Representative may be appointed by resolution adopted by the Board and a certificate filed with the Trustee.

Section 9. 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 10. Acceptance of Bond Purchase Agreement. The Board hereby reaffirms its determination to accept the Bond Purchase Agreement as submitted by the Underwriter, and to sell the Bonds to the Underwriter upon the terms, conditions, and provisions as set forth in the Bond Purchase Agreement. All Authorized Officers are hereby authorized to execute the Bond Purchase Agreement and to attest to such execution, all on behalf of the District.

Section 11. Limited Offering Memorandum. The draft of the Preliminary Limited Offering Memorandum is hereby authorized and approved in the form presented to the Board at this meeting. The Board hereby authorizes the finalization and posting of the Preliminary Limited Offering Memorandum, the use and distribution by the Underwriter of the Preliminary Limited Offering Memorandum in connection with the marketing of the Bonds, and the preparation and distribution of a final Limited Offering Memorandum in conjunction with an offer of the Bonds to investors. The final 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. All Authorized Officers are

hereby authorized to execute copies of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum on behalf of the District.

Section 12. Ratification and Approval of Prior Actions. All actions heretofore taken by any Authorized Officer or the officers, agents, attorneys, or employees of the District, not inconsistent with the provisions of this Bond Resolution, relating to the authorization, sale, issuance, and delivery of the Bonds, are hereby ratified, approved, and confirmed.

Section 13. Bond Resolution Irrepealable. After any of the Bonds have been issued, this Bond 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 in accordance with the Indentures.

Section 14. Repealer. All orders, bylaws, and resolutions of the District, or parts thereof, inconsistent or in conflict with this Bond Resolution, are hereby repealed to the extent only of such inconsistency or conflict.

Section 15. Severability. If any section, paragraph, clause, or provision of this Bond 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 Bond Resolution, the intent being that the same are severable.

Section 16. Effective Date. This Bond Resolution shall take effect immediately upon its adoption and approval.

ADOPTED AND APPROVED this 4th day of February, 2022.

(S E A L)

President or Vice President

ATTESTED:

Secretary or Assistant Secretary

Thereupon, Director _____ moved the adoption of the foregoing resolution. The motion to adopt the resolution was duly seconded by Director _____, put to a vote, and carried on the following recorded vote:

Those voting AYE:

Those voting NAY:

Those absent:

Thereupon the President, as Chair of the meeting, declared the Bond Resolution duly adopted and the Secretary was directed to enter the foregoing proceedings and resolution upon the minutes of the Board.

Thereupon, after consideration of other business before the Board, the meeting was adjourned.

STATE OF COLORADO)
)
 LARIMER COUNTY)
)
 BERTHOUD - HERITAGE METROPOLITAN)
 DISTRICT NO. 10)

The undersigned, as the Secretary or an Assistant Secretary of Berthoud - Heritage Metropolitan District No. 10, hereby certifies that the foregoing pages constitute a true and correct copy of that portion of the record of proceedings of the Board of Directors of said District relating to the adoption of a resolution authorizing the issuance of its Senior Limited Tax General Obligation Bonds, Series 2022A, and its Subordinate Limited Tax General Obligation Bonds, Series 2022B, adopted at a special meeting of the Board held the Wine Room, TPC Clubhouse, 2375 TPC Parkway, Berthoud, Colorado 80513, and via Microsoft Teams, <https://tinyurl.com/2p9b69c2> and by telephone +1 720-721-3140, Conference ID: 812899662#; on Friday, the 4th day of February, 2022, at the hour of 9:00 a.m., as recorded in the official record of proceedings of said District kept in my office; that the proceedings were duly had and taken; that the meeting was duly held; that the persons therein named were present at said meeting and voted as shown therein; that each director of the Board was informed of the date, time, place, and purpose of the special meeting; and that a notice of meeting was properly posted at least twenty-four hours prior to the meeting, in accordance with law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the District, as of the 4th day of February, 2022.

(S E A L)

 Secretary or Assistant Secretary