

BERKLEY SHORES METROPOLITAN DISTRICT

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
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NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Paul Malone	President	2022/May 2022
Philip Clow	Treasurer	2023/May 2023
Natalie Satt	Secretary	2022/May 2022
Michael Martines	Assistant Secretary	2022/May 2022
Victoria Almagno	Assistant Secretary	2023/May 2023

DATE: **September 16, 2020 (Wednesday)**

TIME: **10:00 A.M.**

LOCATION: DUE TO CONCERNS REGARDING THE SPREAD OF THE CORONA VIRUS (COVID-19) AND THE BENEFITS TO THE CONTROL OF THE SPREAD OF THE VIRUS BY LIMITING IN-PERSON CONTACT, THIS DISTRICT BOARD MEETING WILL BE HELD BY CONFERENCE CALL WITHOUT ANY INDIVIDUALS (NEITHER DISTRICT REPRESENTATIVES NOR THE GENERAL PUBLIC) ATTENDING IN PERSON. IF YOU WOULD LIKE TO ATTEND THIS MEETING PLEASE CALL IN TO THE CONFERENCE BRIDGE AT **1-877-250-3814** AND WHEN PROMPTED, DIAL IN THE PASSCODE OF **5592663**.

I. ADMINISTRATIVE MATTERS

- A. Present Disclosures of Potential Conflicts of Interest and confirm quorum.

- B. Approve Agenda, confirm location of the meeting and posting of meeting notices.

II. PUBLIC COMMENT

- A.

III. LEGAL MATTERS

- A. Acceptance of and Reimbursement for Verified District eligible costs:

1. Review and consider acceptance of Cost Verification Report from Ranger Engineering, LLC dated September 4, 2020 in the amount of \$493,879.41 (enclosure).
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2. Consider approval of reimbursement to HDC 6300 Lowell Boulevard, LLLP under Facilities Funding and Acquisition Agreement in amount of costs verified by Ranger Engineering, LLC.
-

3. Authorize and approve requisition of funds pursuant to the 2020 Bonds, and authorize necessary actions in conjunction therewith.
-

- B. Review and consider adoption of Resolution Regarding Continuing Disclosure Policies and Procedures (enclosure)
-

IV. OTHER MATTERS

- A.

- V. ADJOURNMENT: **THE NEXT REGULAR MEETING IS SCHEDULED FOR OCTOBER 21, 2020 (BUDGET HEARING).**



ENGINEER'S REPORT AND CERTIFICATION No. 1

BERKLEY SHORES METROPOLITAN DISTRICT

PREPARED FOR:

Berkley Shores Metropolitan District
c/o McGeady Becher P.C.
450 E. 17th Ave., Ste. 400
Denver, CO 80203

PREPARED BY:

Ranger Engineering, LLC
2590 Cody Ct.
Lakewood, CO 80215

DATE PREPARED:

September 4, 2020

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ENGINEER'S REPORT

Introduction

Ranger Engineering, LLC ("Ranger") was retained by Berkley Shores Metropolitan District ("District") as an Independent Consulting Engineer to certify costs associated with constructed Public Improvements associated with the District.

The District is located within Adams County, Colorado ("County"). The development area is approximately 10 acres. This certification considers soft & indirect costs. At the time of this report, construction was pending, but had not yet begun.

The attached Engineer's Certification states that the Independent Consulting Engineer finds and determines that the constructed value of the Public Improvements considered in this Engineer's Report, for soft and indirect as well as hard costs from approximately February 2019 to August 2020, are valued at **\$493,879.41**. Table I summarizes costs of public improvements to date.

Table I – Cost Certified to Date				
Cert No.	Date	Costs Paid This Period	District Eligible Costs this Period	Total Eligible Costs to Date
01	9/4/2020	\$1,896,429.72	\$493,879.41	\$493,879.41
Totals		\$1,896,429.72	\$493,879.41	

Table II summarizes the cost of the construction. Tables III and IV provide a summary by category breakdown of costs reviewed per Service Plan categories. Tables V and VI provide a detailed breakdown of the eligible costs per the Service Plan categories.

Public Improvements as Authorized by the Service Plan

Ranger reviewed the Service Plan for the Berkley Shores Metropolitan District ("Service Plan"). Prepared by McGeady Becher, P.C.

Section I.A of the Service Plan states:

It is intended that the District will provide a part or all of the Public Improvements for the use and benefit of all anticipated inhabitants and taxpayers of the District. The purpose of the District will be to finance, construct, operate and maintain the Public Improvements.

Section I. B of the Service Plan States:

There are currently no other governmental entities, including the County, located in the immediate vicinity of the District that consider it desirable, feasible or practical to undertake the planning, design, acquisition, construction, installation, financing, operation and maintenance of the Public Improvements needed for the Project. Formation of the District is therefore necessary in order for the Public Improvements required for the Project to be provided in the most economic manner possible.

Section V. A of the Service Plan states:

The District shall have the power to provide for the design, acquisition, construction, installation, maintenance, and financing of certain water, sanitation, storm drainage, street, park and recreation, and mosquito control improvements and services within and without the boundaries of the District ("Public Improvements").

Section VI states the debt issuance limit of the district is Eight Million Three Hundred Thousand Dollars (\$8,300,000). Exhibit D of the Service Plan show a site plan and a description of the Public Improvements. Ranger has determined that the constructed improvements and associated soft and indirect construction costs (Public Improvements) under consideration in this report and certification for reimbursement by the District are indeed authorized by the Service Plan.

Scope of Certification

The Service Plan has identified cost categories eligible for reimbursement. The cost categories reviewed for this report are water, sanitation, streets, safety protection, and parks and recreation. For a breakdown of district eligible costs, refer to Tables III and IV. Operations costs are not considered eligible for reimbursement

General Methodology

Ranger employed a phased approach toward the preparation of this Engineer's Report and Certification of Public Costs (Engineer's Certification).

Phase I – Authorization to Proceed and Document Gathering

Ranger engaged with the District to provide the Engineer's Certification in March 2020. The initial construction documentation was provided by the District in June 2020.

Phase II – Site Visit and Meetings

At the time of this report, Ranger had not performed any site visits since construction had not yet started. It is assumed that Adams County or another third party will provide QA/QC and acceptance of the improvements. Redland is the Engineer of Record.

Phase III – Review of Documentation

Documentation was requested at the beginning of work. Requested documentation include the following:

- Executed Contracts and Bid Tabs
- Approved Construction Drawings
- Acceptable Proof of Payment (Cancelled checks and bank statements or lien waivers)
- Invoices and/or Pay Applications
- Jurisdictional acceptances of the Public Improvements
- Approved changes or amendments to contract documents
- Copies of any agreements that will impact District funding

See Appendix A for a complete listing of documents reviewed, as deemed necessary, by Ranger.

Phase IV – Verification of Construction Quantities

Construction quantity take-offs were performed from applicable construction drawings. These quantity take-offs were used in conjunction with Phase V below to certify reasonableness of construction costs, as well as to identify an overall District eligible percentage of costs related to the entire site, based on public versus private areas. Public areas included public Tracts and Right of Way. A public percentage for work within Plats 3 and 4 was identified as 53.4%.

Phase V – Verification of Construction Unit Costs and Indirect Costs

Construction Unit Costs and Indirect Costs were reviewed for market reasonableness. Ranger took into consideration the type of construction and the timeframe during which the construction occurred. Ranger determined that the costs incurred were within a reasonable range.

Phase VI – Verification of Payment for Public Costs

HDC 6300 Lowell Boulevard, LLLP (“Developer”) provided canceled checks or wire details and bank statements for each invoice or pay application reviewed and paid. Only costs with an approved form of proof of payment have been certified in this report. Costs associated with the private construction were determined not to be eligible as they did not relate to any Public Improvements. Prior to the formation of HDC 6300 Lowell Boulevard, LLLP, costs related to the Public Improvements were paid by Highland Development CO LLC.

Phase VII – Determination of Costs Eligible for Reimbursement

Ranger concluded the Engineer’s Certification by determining which improvements were eligible for District reimbursement and what percent of the costs for those improvements were reimbursable. Public Improvements that were deemed eligible for this report were associated with water, sanitation, streets, safety protection, and parks and recreation. Some costs were identified as Operations, but are not eligible under the current scope as only Capital costs are considered for reimbursement by the District.

ENGINEER'S CERTIFICATION

Collin Koranda, P.E. / Ranger Engineering, LLC (the "Independent Consulting Engineer"), states as follows:

1. The Independent Consulting Engineer is an engineer duly qualified and licensed in the State of Colorado with experience in the design, construction and certification of Public Improvements of similar type and function as those described in the above Engineer's Report.

2. The Independent Consulting Engineer has performed a site visit and reviewed applicable construction and legal documents related to the Public Improvements under consideration to state the conclusions set forth in this Engineer's Certification.

3. The Independent Consulting Engineer finds and determines that the constructed value of the Public Improvements considered in the attached Engineer's Report dated September 4, 2020, including soft and indirect, District funded, and hard costs, are valued at an estimated **\$493,879.41**. In the opinion of the Independent Consulting Engineer, the above stated estimated value for the Public Improvements is reasonable and consistent with costs of similar improvements constructed for similar purposes during the same timeframe in similar locales.

Sincerely,

Ranger Engineering, LLC

A handwritten signature in blue ink, appearing to read 'Collin Koranda'.

Collin Koranda, PE

APPENDIX A

Documents Reviewed

Construction Plans and Contracts

- Berkley Shores Civil Construction Documents Plan Set. Prepared by Redland. Approved 8/7/2020.
- Berkley Shores Plat. Prepared by Aztec Consultants, Inc. Dated 01/16/2019.
- Berkley Shores Final Development Plan. Prepared by Redland. Dated 6/25/2020.

Service Plan & Agreements

- Service Plan for Berkley Shores Metropolitan District. Prepared by McGeady Becher P.C. Approved August 20, 2019.
- Facilities Funding and Acquisition Agreement between Berkley Shores Metropolitan District and HDC 6300 Lowell Boulevard, LLLP. Dated February 4, 2020.



Berkley Shores Metropolitan District
Summary of Costs
Table II

Type of Costs	Total Costs Paid	Costs This Period	Total District Eligible Costs	Eligible Costs This Period	Percent District This
Direct Construction Costs	\$ -	\$ -	#DIV/0!	#DIV/0!	#DIV/0!
Soft & Indirect Costs	\$ 1,884,903.55	\$ 1,897,403.55	\$ 493,879.41	\$ 493,879.41	26.0%
Totals	\$ 1,884,903.55	\$ 1,897,403.55	\$ 493,879.41	\$ 493,879.41	26.0%



Berkley Shores Metropolitan District
Soft & Indirect Costs Summary By Category
Table IV

Category	Total Eligible Soft Costs		Category Percentage
Water	\$	15,106.64	3.1%
Sanitation	\$	35,128.60	7.1%
Streets	\$	86,409.97	17.5%
Safety Protection	\$	-	0.0%
Parks and Recreation	\$	357,234.21	72.3%
	\$	493,879.41	100.0%

Category	Eligible Soft Costs This Period		Category Percentage
Water	\$	15,106.64	3.1%
Sanitation	\$	35,128.60	7.1%
Streets	\$	86,409.97	17.5%
Safety Protection	\$	-	0.0%
Parks and Recreation	\$	357,234.21	72.3%
	\$	493,879.41	100.0%



Berkley Shores Metropolitan District
Soft & Indirect Costs Detail
Table VI

Invoice Values					Payments Made					Account	Certification	Category	Percent Eligible	Eligible This Period	Total Eligible
Vendor	Work Description	Invoice Number	Invoice Date	Amount	Amount Paid	Check Number	Check Amount	Check Date	Clear Date						
Adams County	Subdivision Application	012519	1/25/19	\$ 12,500.00	\$ 12,500.00	1679	\$ 12,500.00	1/25/19		Highland Development Co LLC	1	Multiple	53%	\$ 6,677.87	\$6,677.87
Adams County	Subdivision Application	191120	11/20/19	\$ 11,200.00	\$ 11,200.00	1021	\$ 11,200.00	11/20/19	12/6/19	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 5,983.37	\$5,983.37
Adams County	6295 King	6295 King	3/13/20	\$ 1,584.95	\$ 1,584.95	EFT	\$ 1,584.95	3/13/20	3/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	6305 King	6305 King	3/13/20	\$ 1,152.95	\$ 1,152.95	EFT	\$ 1,152.95	3/13/20	3/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	6315 King	6315 King	3/13/20	\$ 1,152.95	\$ 1,152.95	EFT	\$ 1,152.95	3/13/20	3/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	6325 King	6325 King	3/13/20	\$ 1,152.95	\$ 1,152.95	EFT	\$ 1,152.95	3/13/20	3/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	6335 King	6335 King	3/13/20	\$ 1,152.95	\$ 1,152.95	EFT	\$ 1,152.95	3/13/20	3/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	6345 King	6345 King	3/13/20	\$ 1,152.95	\$ 1,152.95	EFT	\$ 1,152.95	3/13/20	3/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	6355 King	6355 King	3/13/20	\$ 1,152.95	\$ 1,152.95	EFT	\$ 1,152.95	3/13/20	3/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	33819	33819	4/9/20	\$ 502.95	\$ 502.95	EFT	\$ 502.95	4/9/20	4/13/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	PRC2019-00021 Regional Parks PLD	PRC2019-00021 Regional Parks	6/18/20	\$ 42,346.49	\$ 42,346.49	1154	\$ 42,346.49	6/30/20	7/30/20	HDC 6300 Lowell Boulevard,	1	Parks and Recreation	100%	\$ 42,346.49	\$42,346.49
Adams County	PRC2019-00021 Schools PLD	PRC2019-00021 Schools PLD	6/18/20	\$ 42,724.63	\$ 42,724.63	1155	\$ 42,724.63	6/30/20	7/30/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3455 W 63rd - building permit	3455 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3461 W 63rd - building permit	3461 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3467 W 63rd - building permit	3467 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3473 W 63rd - building permit	3473 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3479 W 63rd - building permit	3479 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3485 W 63rd - building permit	3485 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3491 W 63rd - building permit	3491 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3497 W 63rd - building permit	3497 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3501 W 63rd - building permit	3501 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3503 W 63rd - building permit	3503 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3511 W 63rd - building permit	3511 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3519 W 63rd - building permit	3519 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3527 W 63rd - building permit	3527 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3535 W 63rd - building permit	3535 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3543 W 63rd - building permit	3543 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3551 W 63rd - building permit	3551 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3559 W 63rd - building permit	3559 W 63rd - building permit	6/22/20	\$ 911.95	\$ 911.95	EFT	\$ 911.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3570 W 62nd - building permit	3570 W 62nd - building permit	6/22/20	\$ 1,375.95	\$ 1,375.95	EFT	\$ 1,375.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	3580 W 62nd - building permit	3580 W 62nd - building permit	6/22/20	\$ 1,375.95	\$ 1,375.95	EFT	\$ 1,375.95	6/22/20	6/24/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County	Property taxes	Property taxes	2019	\$ 5,464.82	\$ 5,464.82	EFT	\$ 5,464.82	7/30/20	8/3/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adams County Fire Rescue	Phase I Fire Impact	200511	5/11/20	\$ 2,072.00	\$ 2,072.00	1140	\$ 2,072.00	5/11/20	5/19/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adsero IP	Trademark Application	607766	11/30/19	\$ 1,125.00	\$ 1,125.00	1046	\$ 1,125.00	12/20/19	1/2/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adsero IP	Trademark Application	609961	3/31/20	\$ 220.00	\$ 220.00	1145	\$ 495.00	6/10/20	6/22/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Adsero IP	Trademark Application	609964	3/31/20	\$ 275.00	\$ 275.00	1145	\$ 495.00	6/10/20	6/22/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
All Traffic Data Services	Data Collection	20473	4/8/19	\$ 2,500.00	\$ 2,500.00	1775	\$ 2,500.00	6/7/19		Highland Development Co LLC	1	Streets	100%	\$ 2,500.00	\$2,500.00
Alliant Insurance Services, Inc.	Developer Insurance	1240676	12/17/19	\$ 1,081.50	\$ 1,081.50	1040	\$ 1,081.50	12/17/19	12/24/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Allianz Global Corporate & Specialty	Developer Insurance	200504	5/4/20	\$ 15,592.50	\$ 15,592.50	EFT	\$ 15,592.20	8/13/20	8/18/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Aztec Consultants Inc.	ALTA Survey	56335	8/14/18	\$ 2,750.00	\$ 2,750.00	1624	\$ 750.00	9/13/18		Highland Development Co LLC	1	Multiple	53%	\$ 1,469.13	\$1,469.13
Aztec Consultants Inc.	Test Holes	76965	11/7/19	\$ 2,500.00	\$ 2,500.00	1044	\$ 2,500.00	12/20/19	1/6/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 1,335.57	\$1,335.57
Boulder Environmental, Inc.	Asbestos Testing	7210	1/31/20	\$ 1,595.00	\$ 1,595.00	1101	\$ 2,195.00	3/3/20	3/10/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 852.10	\$852.10
Boulder Environmental, Inc.	Asbestos Testing	7211	1/31/20	\$ 600.00	\$ 600.00	1101	\$ 2,195.00	3/3/20	3/10/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 320.54	\$320.54



Berkley Shores Metropolitan District
Soft & Indirect Costs Detail
Table VI

Invoice Values					Payments Made										
Vendor	Work Description	Invoice Number	Invoice Date	Amount	Amount Paid	Check Number	Check Amount	Check Date	Clear Date	Account	Certification	Category	Percent Eligible	Eligible This Period	Total Eligible
Bryan Cave Leighton Paisner	Developer Legal	10849418	3/28/19	\$ 130.00	\$ 130.00	1755	\$ 130.00	5/14/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10855840	4/16/19	\$ 520.00	\$ 520.00	1780	\$ 520.00	6/7/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10870718	8/28/19	\$ 780.00	\$ 780.00	1824	\$ 780.00	8/28/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10892132	9/12/19	\$ 4,550.00	\$ 4,550.00	1006	\$ 4,550.00	10/7/19	10/15/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10884434	9/12/19	\$ 780.00	\$ 780.00	1834	\$ 780.00	9/12/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10900781	10/15/19	\$ 1,560.00	\$ 1,560.00	1013	\$ 1,560.00	11/5/19	11/15/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10913534	12/6/19	\$ 1,040.00	\$ 1,040.00	1048	\$ 1,040.00	12/20/19	1/6/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10927638	2/12/20	\$ 2,600.00	\$ 2,600.00	1113	\$ 2,600.00	3/30/20	4/10/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10936136	3/18/20	\$ 3,380.00	\$ 3,380.00	1113	\$ 3,380.00	3/30/20	4/10/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal	10941400	4/9/20	\$ 1,690.00	\$ 1,690.00	1129	\$ 1,690.00	4/29/20	5/11/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Bryan Cave Leighton Paisner	Developer Legal (Drainage)	10949275	5/13/20	\$ 3,510.00	\$ 3,510.00	1146	\$ 3,510.00	6/10/20	6/22/20	HDC 6300 Lowell Boulevard,	1	Sanitation	100%	\$ 3,510.00	\$3,510.00
Colorado Geological Survey	Major Subdivision Application	012519	1/25/19	\$ 900.00	\$ 900.00	1682	\$ 900.00	1/25/19		Highland Development Co LLC	1	Multiple	53%	\$ 480.81	\$480.81
Colorado Geological Survey	Major Subdivision Application	191120	11/20/19	\$ 900.00	\$ 900.00	1024	\$ 900.00	11/20/19	12/6/19	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 480.81	\$480.81
Colorado Modern Communication	Marketing	1226	10/1/19	\$ 450.00	\$ 450.00	1014	\$ 450.00	11/5/19	11/18/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Colorado Modern Communication	Marketing	1246	1/1/20	\$ 900.00	\$ 900.00	1054	\$ 900.00	2/5/20	2/14/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Colorado Modern Communication	Marketing	1251	2/1/20	\$ 1,200.00	\$ 1,200.00	1102	\$ 1,200.00	3/3/20	3/10/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Colorado Modern Communication	Marketing	1260	3/1/20	\$ 750.00	\$ 750.00	1114	\$ 750.00	3/30/20	4/13/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Colorado Modern Communication	Marketing	1266	4/1/20	\$ 1,200.00	\$ 1,200.00	1130	\$ 1,200.00	4/29/20	5/11/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Colorado Modern Communication	Marketing	1276	5/1/20	\$ 900.00	\$ 900.00	1147	\$ 900.00	6/10/20	6/22/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Colorado Special Districts		5211	2/28/20	\$ 358.00	\$ 358.00	1115	\$ 2,083.00	3/30/20	4/24/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
Colorado Special Districts		5210	3/3/20	\$ 1,725.00	\$ 1,725.00	1115	\$ 2,083.00	3/30/20	4/24/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
Compuchecks	Developer Supplies	200206	2/6/20	\$ 29.94	\$ 29.94	EFT	\$ 29.94	2/6/20	2/10/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Compuchecks	Developer Supplies	200616	6/16/20	\$ 95.84	\$ 95.84	EFT	\$ 95.84	6/16/20	6/18/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Corn & Associates	Environmental Site Assessment	19020	3/20/19	\$ 1,900.00	\$ 1,900.00	1740	\$ 1,900.00	4/22/19		Highland Development Co LLC	1	Multiple	53%	\$ 1,015.04	\$1,015.04
Dash Stethem	Colorado Pumping	200129	1/29/20	\$ 771.00	\$ 771.00	1052	\$ 771.00	1/29/20	1/30/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Dash Stethem	Printing	200225	2/25/20	\$ 44.19	\$ 44.19	1112	\$ 44.19	3/3/20	3/5/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Dash Stethem	Printing	200521	5/21/20	\$ 136.61	\$ 136.61	1143	\$ 136.61	6/1/20	6/4/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Denver Water	Plan Review	20678	5/19/20	\$ 2,000.00	\$ 2,000.00	1141	\$ 2,000.00	5/19/20	6/15/20	HDC 6300 Lowell Boulevard,	1	Water	100%	\$ 2,000.00	\$2,000.00
Dirc	Preconstruction CM	95003	4/27/20	\$ 2,791.48	\$ 2,791.48	EFT	\$ 2,791.48	6/11/20	6/12/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 1,491.29	\$1,491.29
Eco Tech	Asbestos Removal	20-1026	2/26/20	\$ 17,880.00	\$ 17,880.00	1116	\$ 17,880.00	3/30/20	4/13/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 9,552.02	\$9,552.02
EI Engineering, Inc.	Residential Compliance	604447	3/31/20	\$ 331.10	\$ 331.10	1131	\$ 331.10	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Focus 360	Virtual Home Tours/Plans	38288	12/30/19	\$ 6,566.25	\$ 6,566.25	1050	\$ 6,566.25	12/30/19	1/7/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Focus 360	Virtual Home Tours/Plans	38520	2/27/20	\$ 3,939.75	\$ 3,939.75	1117	\$ 6,566.25	3/30/20	4/13/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Focus 360	Virtual Home Tours/Plans	38577	3/11/20	\$ 2,626.50	\$ 2,626.50	1117	\$ 6,566.25	3/30/20	4/13/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Focus 360	Virtual Home Tours/Plans	38725	4/20/20	\$ 13,132.50	\$ 13,132.50	1132	\$ 13,852.50	4/29/20	5/13/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Focus 360	Virtual Home Tours/Plans	38726	4/20/20	\$ 720.00	\$ 720.00	1132	\$ 13,852.50	4/29/20	5/13/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Gillis Design Studio	Marketing	GDS0116467	1/24/20	\$ 150.00	\$ 150.00	1103	\$ 150.00	3/3/20	3/11/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
HDC	Development Fee	53001	11/20/19	\$ 125,000.00	\$ 125,000.00	EFT	\$ 125,000.00	12/6/19	12/9/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
HDC	Development Fee	59001	12/1/19	\$ 25,000.00	\$ 25,000.00	ICT	\$ 25,000.00	12/20/19	12/23/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
HDC	Development Fee	64000	1/1/20	\$ 25,000.00	\$ 25,000.00	ICT	\$ 25,000.00	2/4/20	2/4/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00



Berkley Shores Metropolitan District
Soft & Indirect Costs Detail
Table VI

Vendor	Work Description	Invoice Values			Payments Made						Account	Certification	Category	Percent Eligible	Eligible This Period	Total Eligible
		Invoice Number	Invoice Date	Amount	Amount Paid	Check Number	Check Amount	Check Date	Clear Date							
HDC	Development Fee	67001	2/1/20	\$ 25,000.00	\$ 25,000.00	ICT	\$ 25,000.00	3/3/20	3/3/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
HDC	Development Fee	76001	3/1/20	\$ 25,000.00	\$ 25,000.00	EFT	\$ 25,000.00	3/30/20	3/31/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
HDC	Development Fee	92002	4/1/20	\$ 25,000.00	\$ 25,000.00	EFT	\$ 25,000.00	4/29/20	5/6/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
HDC	Development Fee	98002	5/1/20	\$ 25,000.00	\$ 25,000.00	EFT	\$ 25,000.00	6/10/20	6/12/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
HDC	Development Fee	108002	7/1/20	\$ 25,000.00	\$ 25,000.00	EFT	\$ 25,000.00	8/28/20	8/28/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Hollingsworth Associates, Inc.	Subsurface Investigation	13941	10/31/19	\$ 22,000.00	\$ 22,000.00	1033	\$ 22,000.00	12/6/19	12/17/19	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 11,753.04	\$11,753.04	
Ira Gross	House Rental Deposit	191205	12/5/19	\$ 1,500.00	\$ 1,500.00	1037	\$ 1,500.00	12/6/19	12/17/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Jmax, LLC	Video & located Storm	947	2/10/20	\$ 300.00	\$ 300.00	1104	\$ 600.00	3/3/20	3/9/20	HDC 6300 Lowell Boulevard,	1	Sanitation	100%	\$ 300.00	\$300.00	
Jmax, LLC	Video & located Storm	953	2/17/20	\$ 300.00	\$ 300.00	1104	\$ 600.00	3/3/20	3/9/20	HDC 6300 Lowell Boulevard,	1	Sanitation	100%	\$ 300.00	\$300.00	
KGA Architects	Planning & Zoning	692	8/3/18	\$ 2,976.32	\$ 2,976.32	1621	\$ 2,976.32	9/12/18		Highland Development Co LLC	1	Multiple	53%	\$ 1,590.04	\$1,590.04	
KGA Architects	Planning & Zoning	737	9/3/18	\$ 5,324.39	\$ 5,324.39	1630	\$ 5,324.39	9/21/18		Highland Development Co LLC	1	Multiple	53%	\$ 2,844.45	\$2,844.45	
KGA Architects	Planning & Zoning	767	10/3/18	\$ 600.00	\$ 600.00	1668	\$ 1,789.87	1/8/19		Highland Development Co LLC	1	Multiple	53%	\$ 320.54	\$320.54	
KGA Architects	Planning & Zoning	819	11/3/18	\$ 900.00	\$ 900.00	1668	\$ 1,789.87	1/8/19		Highland Development Co LLC	1	Multiple	53%	\$ 480.81	\$480.81	
KGA Architects	Planning & Zoning	858	12/3/18	\$ 289.81	\$ 289.81	1668	\$ 1,789.87	1/8/19		Highland Development Co LLC	1	Multiple	53%	\$ 154.82	\$154.82	
KGA Architects	Planning & Zoning	884	1/3/19	\$ 565.48	\$ 565.48	HDC	\$ 565.48	2/27/19		Highland Development Co LLC	1	Multiple	53%	\$ 302.10	\$302.10	
KGA Architects	Site Architecture	1084	6/3/19	\$ 13,338.00	\$ 13,338.00	1800	\$ 13,338.00	7/24/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
KGA Architects	Site Architecture	1143	8/28/19	\$ 4,644.58	\$ 4,644.58	1821	\$ 4,644.58	8/28/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1240	9/3/19	\$ 272.07	\$ 272.07	1007	\$ 272.07	10/7/19	10/17/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1280	10/15/19	\$ 2,076.27	\$ 2,076.27	1015	\$ 2,076.27	11/5/19	11/20/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1321	11/5/19	\$ 6,069.45	\$ 6,069.45	1027	\$ 6,069.45	12/6/19	12/17/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1347	12/3/19	\$ 21,771.87	\$ 21,771.87	1041	\$ 21,771.87	12/20/19	1/9/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1384	1/6/20	\$ 14,248.78	\$ 14,248.78	1055	\$ 14,248.78	2/5/20	2/12/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1423	2/5/20	\$ 15,568.63	\$ 15,568.63	1105	\$ 15,568.63	3/3/20	3/11/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1462	3/4/20	\$ 33,664.68	\$ 33,664.68	1118	\$ 33,664.68	3/30/20	4/13/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1515	4/17/20	\$ 30,159.32	\$ 30,159.32	1153	\$ 54,899.19	6/16/20	6/30/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
KGA Studio Architects	Site Architecture	1562	5/5/20	\$ 24,739.87	\$ 24,739.87	1153	\$ 54,899.19	6/16/20	6/30/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kimberly Guildner	Developer Supplies		6/26/19	\$ 167.86	\$ 167.86	1005	\$ 167.86	7/1/19	10/25/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kimberly Guildner	Developer Supplies	190925	9/25/19	\$ 30.00	\$ 30.00	1025	\$ 30.00	11/21/19	12/23/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kristen Waas	Developer Supplies	200131	1/31/20	\$ 205.31	\$ 205.31	1053	\$ 205.31	1/31/20	2/6/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kristen Waas	Developer Supplies	200331	3/31/20	\$ 350.00	\$ 350.00	1126	\$ 350.00	3/30/20	4/8/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kristen Waas	Developer Supplies	200427	4/27/20	\$ 2,931.64	\$ 2,931.64	1128	\$ 3,291.64	4/28/20	5/7/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kristen Waas	Developer Supplies	200427	4/27/20	\$ 360.00	\$ 360.00	1128	\$ 3,291.64	4/28/20	5/7/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kristen Waas	Developer Supplies	200531	5/31/20	\$ 876.26	\$ 876.26	1144	\$ 876.26	6/1/20	6/3/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kristen Waas	Developer Supplies	200630	6/30/20	\$ 2,811.11	\$ 2,811.11	1156	\$ 2,811.11	7/1/20	7/7/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kristen Waas	Developer Supplies	200731	7/31/20	\$ 359.15	\$ 359.15	1161	\$ 359.15	8/4/20	8/18/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Kristie Morris	CO Secretary of State	200701	7/1/20	\$ 10.00	\$ 10.00	1157	\$ 10.00	7/2/20	7/14/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Lamp Rynearson, Inc	Water Level Analysis	0219018.01-0000001	4/22/19	\$ 2,715.75	\$ 2,715.75	1762	\$ 2,715.75	5/15/19		Highland Development Co LLC	1	Parks and Recreation	100%	\$ 2,715.75	\$2,715.75	
Lamp Rynearson, Inc	Water Level Analysis	0219018.01-0000002	8/28/19	\$ 944.92	\$ 944.92	1819	\$ 1,305.36	8/28/19		Highland Development Co LLC	1	Parks and Recreation	100%	\$ 944.92	\$944.92	
Lamp Rynearson, Inc	Water Level Analysis	0219018.01-0000003	8/28/19	\$ 360.44	\$ 360.44	1819	\$ 1,305.36	8/28/19		Highland Development Co LLC	1	Parks and Recreation	100%	\$ 360.44	\$360.44	
Lamp Rynearson, Inc	Water Level Analysis	0219018.01-0000004	8/21/19	\$ 927.40	\$ 927.40	1008	\$ 927.40	10/7/19	10/30/19	HDC 6300 Lowell Boulevard,	1	Parks and Recreation	100%	\$ 927.40	\$927.40	
Manhart Ditch Company	Ditch Application Fee	191212	12/12/19	\$ 5,750.00	\$ 5,750.00	1038	\$ 5,750.00	12/16/19	1/27/20	HDC 6300 Lowell Boulevard,	1	Storm Water	100%	\$ 5,750.00	\$5,750.00	
McGeady Becher PC	District Legal	1386-1201B-1	4/30/19	\$ 2,875.00	\$ 2,875.00	1801	\$ 12,197.50	7/24/19		Highland Development Co LLC	1	Multiple	100%	\$ 2,875.00	\$2,875.00	
McGeady Becher PC	District Legal	1386-1201B-2	5/31/19	\$ 9,322.50	\$ 9,322.50	1801	\$ 12,197.50	7/24/19		Highland Development Co LLC	1	Multiple	100%	\$ 9,322.50	\$9,322.50	



Berkley Shores Metropolitan District
Soft & Indirect Costs Detail
Table VI

Invoice Values					Payments Made										
Vendor	Work Description	Invoice Number	Invoice Date	Amount	Amount Paid	Check Number	Check Amount	Check Date	Clear Date	Account	Certification	Category	Percent Eligible	Eligible This Period	Total Eligible
McGeady Becher PC	District Legal	1386-1101B-4	8/31/19	\$ 5,420.00	\$ 5,420.00	1009	\$ 10,365.92	10/7/19	10/16/19	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 5,420.00	\$5,420.00
McGeady Becher PC	District Legal	1386-1201B-5	8/31/19	\$ 4,745.92	\$ 4,745.92	1009	\$ 10,365.92	10/7/19	10/16/19	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 4,745.92	\$4,745.92
McGeady Becher PC	District Legal	1386-2601B-1	8/31/19	\$ 200.00	\$ 200.00	1009	\$ 10,365.92	10/7/19	10/16/19	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	1386-1101B-3	9/12/19	\$ 90.00	\$ 90.00	1838	\$ 16,308.92	9/12/19		Highland Development Co LLC	1	Multiple	100%	\$ 90.00	\$90.00
McGeady Becher PC	District Legal	1386-1201B-3	9/12/19	\$ 8,155.20	\$ 8,155.20	1838	\$ 16,308.92	9/12/19		Highland Development Co LLC	1	Multiple	100%	\$ 8,155.20	\$8,155.20
McGeady Becher PC	District Legal	1386-1201B-4	9/12/19	\$ 8,063.72	\$ 8,063.72	1838	\$ 16,308.92	9/12/19		Highland Development Co LLC	1	Multiple	100%	\$ 8,063.72	\$8,063.72
McGeady Becher PC	District Legal	1386-1101B-5	9/30/19	\$ 5,329.50	\$ 5,329.50	1016	\$ 5,369.50	11/5/19	11/21/19	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 5,329.50	\$5,329.50
McGeady Becher PC	District Legal	1386-1201B-6	9/30/19	\$ 40.00	\$ 40.00	1016	\$ 5,369.50	11/5/19	11/21/19	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 40.00	\$40.00
McGeady Becher PC	District Legal	1386-1101B-6	10/31/19	\$ 4,481.67	\$ 4,481.67	1028	\$ 4,536.67	12/6/19	12/16/19	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 4,481.67	\$4,481.67
McGeady Becher PC	District Legal	1386-1201B-7	10/31/19	\$ 55.00	\$ 55.00	1028	\$ 4,536.67	12/6/19	12/16/19	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 55.00	\$55.00
McGeady Becher PC	District Legal	1386-1101B-7	11/30/19	\$ 1,636.80	\$ 1,636.80	1042	\$ 1,636.80	12/20/19	1/7/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 1,636.80	\$1,636.80
McGeady Becher PC	District Legal	1386-1101B-8	12/31/19	\$ 156.00	\$ 156.00	1056	\$ 156.00	2/5/20	2/11/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 156.00	\$156.00
McGeady Becher PC	District Legal	1041	1/31/20	\$ 6,820.50	\$ 6,820.50	1106	\$ 6,820.50	3/3/20	3/11/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 6,820.50	\$6,820.50
McGeady Becher PC	District Legal	4724	2/29/20	\$ 3,627.05	\$ 3,627.05	1119	\$ 7,207.05	3/30/20	4/16/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 3,627.05	\$3,627.05
McGeady Becher PC	District Legal	4725	2/29/20	\$ 382.50	\$ 382.50	1119	\$ 7,207.05	3/30/20	4/16/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	4751	2/29/20	\$ 3,027.50	\$ 3,027.50	1119	\$ 7,207.05	3/30/20	4/16/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	4752	2/29/20	\$ 112.50	\$ 112.50	1119	\$ 7,207.05	3/30/20	4/16/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	4753	2/29/20	\$ 12.50	\$ 12.50	1119	\$ 7,207.05	3/30/20	4/16/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	4754	2/29/20	\$ 45.00	\$ 45.00	1119	\$ 7,207.05	3/30/20	4/16/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 45.00	\$45.00
McGeady Becher PC	District Legal	5993	3/31/20	\$ 360.00	\$ 360.00	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	5994	3/31/20	\$ 40.00	\$ 40.00	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	5996	3/31/20	\$ 190.28	\$ 190.28	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	5998	3/31/20	\$ 225.00	\$ 225.00	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 225.00	\$225.00
McGeady Becher PC	District Legal	5999	3/31/20	\$ 67.50	\$ 67.50	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	6000	3/31/20	\$ 112.50	\$ 112.50	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	6001	3/31/20	\$ 20.00	\$ 20.00	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 20.00	\$20.00
McGeady Becher PC	District Legal	6002	3/31/20	\$ 40.00	\$ 40.00	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	6003	3/31/20	\$ 90.00	\$ 90.00	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 90.00	\$90.00
McGeady Becher PC	District Legal	6004	3/31/20	\$ 504.00	\$ 504.00	1133	\$ 1,649.28	4/29/20	5/12/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 504.00	\$504.00
McGeady Becher PC	District Legal	9397	4/30/20	\$ 450.00	\$ 450.00	1148	\$ 1,881.50	6/10/20	6/23/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 450.00	\$450.00
McGeady Becher PC	District Legal	9433	4/30/20	\$ 40.00	\$ 40.00	1148	\$ 1,881.50	6/10/20	6/23/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	9436	4/30/20	\$ 769.00	\$ 769.00	1148	\$ 1,881.50	6/10/20	6/23/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	9437	4/30/20	\$ 100.00	\$ 100.00	1148	\$ 1,881.50	6/10/20	6/23/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	9438	4/30/20	\$ 12.50	\$ 12.50	1148	\$ 1,881.50	6/10/20	6/23/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	9441	4/30/20	\$ 40.00	\$ 40.00	1148	\$ 1,881.50	6/10/20	6/23/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00
McGeady Becher PC	District Legal	9442	4/30/20	\$ 470.00	\$ 470.00	1148	\$ 1,881.50	6/10/20	6/23/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 470.00	\$470.00
Mendoza Used Brick, Inc.	Misc Site Work	IMUB0325HD2	3/25/20	\$ 2,300.00	\$ 2,300.00	1134	\$ 2,300.00	4/29/20	5/8/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 1,228.73	\$1,228.73
Meyers Research, LLC	District Market Study	CO558-20A	6/11/20	\$ 7,000.00	\$ 7,000.00	1158	\$ 7,000.00	7/9/20	7/14/20	HDC 6300 Lowell Boulevard,	1	Multiple	100%	\$ 7,000.00	\$7,000.00
Natalie Satt	Developer Supplies	110118	11/1/18	\$ 38.22	\$ 38.22	1648	\$ 3,869.45	11/7/18		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	110118	11/1/18	\$ 22.70	\$ 22.70	HDC	\$ 3,869.45	11/7/18		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	110118	11/1/18	\$ 20.47	\$ 20.47	HDC	\$ 3,869.45	11/7/18		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	110118	11/1/18	\$ 210.12	\$ 210.12	HDC	\$ 3,869.45	11/7/18		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	110118	11/1/18	\$ 20.60	\$ 20.60	HDC	\$ 3,869.45	11/7/18		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	053119-1	5/31/19	\$ 16.69	\$ 16.69	1773	\$ 1,809.32	5/31/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	053119-1	5/31/19	\$ 307.50	\$ 307.50	1773	\$ 1,809.32	5/31/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	053119-1	5/31/19	\$ 512.50	\$ 512.50	1773	\$ 1,809.32	5/31/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	090319	9/3/19	\$ 10.82	\$ 10.82	1830	\$ 2,265.04	9/3/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	191015	10/15/19	\$ 4.95	\$ 4.95	1026	\$ 586.89	11/21/19	12/12/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	Developer Supplies	191015	10/15/19	\$ 581.94	\$ 581.94	1026	\$ 586.89	11/21/19	12/12/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Natalie Satt	FDP Waiver Fee	200218	2/18/20	\$ 512.50	\$ 512.50	1127	\$ 512.50	4/6/20	4/10/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 273.79	\$273.79



Berkley Shores Metropolitan District
Soft & Indirect Costs Detail
Table VI

Vendor	Work Description	Invoice Values			Payments Made						Account	Certification	Category	Percent Eligible	Eligible This Period	Total Eligible
		Invoice Number	Invoice Date	Amount	Amount Paid	Check Number	Check Amount	Check Date	Clear Date							
Natalie Satt	Adams County Review Fees	200610	6/10/20	\$ 847.87	\$ 847.87	1159	\$ 847.87	7/21/20	7/30/20		HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 452.96	\$452.96
Ordonez and Vogelsang, LLC	Traffict Impact Study	2072	9/7/18	\$ 665.00	\$ 665.00	1670	\$ 1,585.00	1/8/19			Highland Development Co LLC	1	Streets	100%	\$ 665.00	\$665.00
Ordonez and Vogelsang, LLC	Traffict Impact Study	2100	12/5/18	\$ 920.00	\$ 920.00	1670	\$ 1,585.00	1/8/19			Highland Development Co LLC	1	Streets	100%	\$ 920.00	\$920.00
Ordonez and Vogelsang, LLC	Traffict Impact Study	2154	5/23/19	\$ 695.00	\$ 695.00	1802	\$ 1,685.00	7/24/19			Highland Development Co LLC	1	Streets	100%	\$ 695.00	\$695.00
Ordonez and Vogelsang, LLC	Traffict Impact Study	2162	6/6/19	\$ 990.00	\$ 990.00	1802	\$ 1,685.00	7/24/19			Highland Development Co LLC	1	Streets	100%	\$ 990.00	\$990.00
Ordonez and Vogelsang, LLC	Traffict Impact Study	2195	10/3/19	\$ 1,495.00	\$ 1,495.00	1018	\$ 1,495.00	11/5/19	11/25/19		HDC 6300 Lowell Boulevard,	1	Streets	100%	\$ 1,495.00	\$1,495.00
Ordonez and Vogelsang, LLC	Traffict Impact Study	2216	11/13/19	\$ 3,680.00	\$ 3,680.00	1030	\$ 3,680.00	12/6/19	12/18/19		HDC 6300 Lowell Boulevard,	1	Streets	100%	\$ 3,680.00	\$3,680.00
Ordonez and Vogelsang, LLC	Traffict Impact Study	2223	12/2/19	\$ 495.00	\$ 495.00	1020	\$ 495.00	12/20/19	1/9/20		HDC 6300 Lowell Boulevard,	1	Streets	100%	\$ 495.00	\$495.00
Otten Johnson Robinson Neff &	Developer Legal	434225	8/22/19	\$ 3,225.00	\$ 3,225.00	1010	\$ 3,225.00	10/7/19	10/16/19		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Otten Johnson Robinson Neff & Ragonett	Developer Legal	435247	9/17/19	\$ 1,550.00	\$ 1,550.00	1017	\$ 1,650.00	11/5/19	11/19/19		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Otten Johnson Robinson Neff &	Developer Legal	436282	10/16/19	\$ 100.00	\$ 100.00	1017	\$ 1,650.00	11/5/19	11/19/19		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Otten Johnson Robinson Neff & Ragonett	Developer Legal	437861	11/15/19	\$ 3,105.00	\$ 3,105.00	1034	\$ 3,105.00	12/6/19	12/18/19		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Otten Johnson Robinson Neff &	Developer Legal	439589	12/12/19	\$ 6,760.00	\$ 6,760.00	1045	\$ 6,760.00	12/20/19	12/31/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Otten Johnson Robinson Neff & Ragonett	Developer Legal	440768	1/21/20	\$ 2,000.00	\$ 2,000.00	1107	\$ 3,637.39	3/3/20	3/10/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Otten Johnson Robinson Neff &	Developer Legal	440769	1/21/20	\$ 1,637.39	\$ 1,637.39	1107	\$ 3,637.39	3/3/20	3/10/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Petros & White, LLC	Legal - Water Matters	39875	3/4/19	\$ 386.25	\$ 386.25	1742	\$ 386.25	4/22/19			Highland Development Co LLC	1	Sanitation	100%	\$ 386.25	\$386.25
Petros & White, LLC	Legal - Water Matters	39922	4/2/19	\$ 77.25	\$ 77.25	1753	\$ 77.25	5/14/19			Highland Development Co LLC	1	Sanitation	100%	\$ 77.25	\$77.25
Petros & White, LLC	Legal - Water Matters	40124	6/3/19	\$ 77.25	\$ 77.25	1804	\$ 77.25	7/24/19			Highland Development Co LLC	1	Sanitation	100%	\$ 77.25	\$77.25
Philip Clow	Developer Supplies	191212	12/12/19	\$ 10.11	\$ 10.11	1039	\$ 177.36	12/16/19	12/18/19		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Philip Clow	Developer Supplies	191212	12/12/19	\$ 167.25	\$ 167.25	1039	\$ 177.36	12/16/19	12/18/19		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Philip Clow	Developer Supplies	200331	3/31/20	\$ 54.41	\$ 54.41	1142	\$ 113.91	5/26/20	6/3/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Philip Clow	Developer Supplies	200331	3/31/20	\$ 59.50	\$ 59.50	1142	\$ 113.91	5/26/20	6/3/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Philip Clow	Developer Supplies	200630	6/30/20	\$ 41.94	\$ 41.94	1160	\$ 1,070.29	7/24/20	8/6/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Philip Clow	Developer Supplies	200630	6/30/20	\$ 1,028.35	\$ 1,028.35	1160	\$ 1,070.29	7/24/20	8/6/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Public Service Company of Colorado	Request for Electric Distribution	11494768	1/27/20	\$ 165,622.31	\$ 165,622.31	1135	\$ 168,649.14	4/29/20	5/11/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Public Service Company of Colorado	Removal of existing	5300130096180	3/23/20	\$ 468.00	\$ 468.00	1120	\$ 468.00	3/30/20	4/9/20			1	Multiple	53%	\$ 250.02	\$250.02
Public Service Company of Colorado	Onsite Distribution	11682772	4/1/20	\$ 3,026.83	\$ 3,026.83	1135	\$ 168,649.14	4/29/20	5/11/20		HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00
Redland	Engineering and Survey	5914	8/25/18	\$ 4,397.82	\$ 4,397.82	1635	\$ 4,397.82	9/21/18			Highland Development Co LLC	1	Multiple	83%	\$ 3,635.04	\$3,635.04
Redland	Engineering and Survey	6022	9/22/18	\$ 2,430.84	\$ 2,430.84	1646	\$ 2,430.84	11/7/18			Highland Development Co LLC	1	Multiple	83%	\$ 2,009.22	\$2,009.22
Redland	Engineering and Survey	6154	10/20/18	\$ 2,383.29	\$ 2,383.29	1672	\$ 10,078.29	1/8/19			Highland Development Co LLC	1	Multiple	83%	\$ 1,969.92	\$1,969.92
Redland	Engineering and Survey	6294	11/24/18	\$ 7,695.00	\$ 7,695.00	1672	\$ 10,078.29	1/8/19			Highland Development Co LLC	1	Multiple	83%	\$ 6,360.34	\$6,360.34
Redland	Engineering and Survey	6325	12/15/18	\$ 7,580.00	\$ 7,580.00	1743	\$ 14,962.32	4/22/19			Highland Development Co LLC	1	Multiple	83%	\$ 6,265.28	\$6,265.28
Redland	Engineering and Survey	6325	12/15/18	\$ 2,480.00	\$ 2,480.00	1743	\$ 14,962.32	4/22/19			Highland Development Co LLC	1	Multiple	83%	\$ 2,049.86	\$2,049.86
Redland	Engineering and Survey	6459	1/12/19	\$ 18,053.36	\$ 18,053.36	HDC	\$ 34,930.44	2/27/19			Highland Development Co LLC	1	Multiple	83%	\$ 14,922.09	\$14,922.09
Redland	Engineering and Survey	6539	2/9/19	\$ 5,750.00	\$ 5,750.00	HDC	\$ 34,930.44	2/27/19			Highland Development Co LLC	1	Multiple	83%	\$ 4,752.69	\$4,752.69
Redland	Engineering and Survey	6539	2/9/19	\$ 6,155.00	\$ 6,155.00	HDC	\$ 34,930.44	2/27/19			Highland Development Co LLC	1	Multiple	83%	\$ 5,087.44	\$5,087.44
Redland	Engineering and Survey	6539	2/9/19	\$ 4,770.00	\$ 4,770.00	HDC	\$ 34,930.44	2/27/19			Highland Development Co LLC	1	Multiple	83%	\$ 3,942.66	\$3,942.66
Redland	Engineering and Survey	6539	2/9/19	\$ 202.08	\$ 202.08	HDC	\$ 34,930.44	2/27/19			Highland Development Co LLC	1	Multiple	83%	\$ 167.03	\$167.03
Redland	Engineering and Survey	6675	3/9/19	\$ 2,875.00	\$ 2,875.00	1743	\$ 14,962.32	4/22/19			Highland Development Co LLC	1	Multiple	83%	\$ 2,376.34	\$2,376.34
Redland	Engineering and Survey	6675	3/9/19	\$ 155.00	\$ 155.00	1743	\$ 14,962.32	4/22/19			Highland Development Co LLC	1	Multiple	83%	\$ 128.12	\$128.12
Redland	Engineering and Survey	6675	3/9/19	\$ 1,872.32	\$ 1,872.32	1743	\$ 14,962.32	4/22/19			Highland Development Co LLC	1	Multiple	83%	\$ 1,547.57	\$1,547.57
Redland	Engineering and Survey	6805	4/6/19	\$ 5,620.86	\$ 5,620.86	1752	\$ 5,620.86	5/14/19			Highland Development Co LLC	1	Multiple	83%	\$ 4,645.95	\$4,645.95
Redland	Engineering and Survey	6936	5/4/19	\$ 13,133.53	\$ 13,133.53	1779	\$ 13,133.53	6/7/19			Highland Development Co LLC	1	Multiple	83%	\$ 10,855.58	\$10,855.58
Redland	Engineering and Survey	7040	8/28/19	\$ 7,356.79	\$ 7,356.79	1820	\$ 7,356.79	8/28/19			Highland Development Co LLC	1	Multiple	83%	\$ 6,080.79	\$6,080.79
Redland	Engineering and Survey	7111	9/12/19	\$ 2,545.78	\$ 2,545.78	1840	\$ 2,545.78	9/12/19			Highland Development Co LLC	1	Multiple	83%	\$ 2,104.23	\$2,104.23
Redland	Engineering and Survey	7215	8/24/19	\$ 4,936.37	\$ 4,936.37	1011	\$ 4,936.37	10/7/19	10/17/19		HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 4,080.18	\$4,080.18



Berkley Shores Metropolitan District
Soft & Indirect Costs Detail
Table VI

Vendor	Work Description	Invoice Values			Payments Made						Account	Certification	Category	Percent Eligible	Eligible This Period	Total Eligible
		Invoice Number	Invoice Date	Amount	Amount Paid	Check Number	Check Amount	Check Date	Clear Date							
Redland	Engineering and Survey	7390	9/21/19	\$ 4,181.48	\$ 4,181.48	1019	\$ 4,181.48	11/5/19	11/18/19	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 3,456.22	\$3,456.22	
Redland	Engineering and Survey	7430	10/19/19	\$ 7,332.36	\$ 7,332.36	1031	\$ 56,605.25	12/6/19	12/19/19	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 6,060.60	\$6,060.60	
Redland	Engineering and Survey	7554	11/16/19	\$ 49,272.89	\$ 49,272.89	1031	\$ 56,605.25	12/6/19	12/19/19	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 40,726.73	\$40,726.73	
Redland	Engineering and Survey	7714	12/14/19	\$ 39,162.73	\$ 39,162.73	1057	\$ 49,220.12	2/5/20	2/14/20	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 32,370.13	\$32,370.13	
Redland	Engineering and Survey	7751	1/11/20	\$ 10,057.42	\$ 10,057.42	1057	\$ 49,220.12	2/5/20	2/14/20	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 8,313.01	\$8,313.01	
Redland	Engineering and Survey	7893	2/8/20	\$ 19,693.82	\$ 19,693.82	1108	\$ 19,693.82	3/3/20	3/18/20	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 16,278.02	\$16,278.02	
Redland	Engineering and Survey	7967	3/7/20	\$ 42,141.40	\$ 42,141.40	1121	\$ 42,141.40	3/30/20	4/13/20	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 34,832.16	\$34,832.16	
Redland	Engineering and Survey	8034	4/4/20	\$ 2,875.00	\$ 2,875.00	1136	\$ 12,728.40	4/29/20	5/11/20	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 2,376.34	\$2,376.34	
Redland	Engineering and Survey	8034	4/4/20	\$ 9,853.40	\$ 9,853.40	1136	\$ 12,728.40	4/29/20	5/11/20	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 8,144.37	\$8,144.37	
Redland	Engineering and Survey	8135	5/2/20	\$ 3,650.00	\$ 3,650.00	1149	\$ 55,707.75	6/10/20	6/22/20	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 3,016.92	\$3,016.92	
Redland	Engineering and Survey	8135	5/2/20	\$ 52,057.75	\$ 52,057.75	1149	\$ 55,707.75	6/10/20	6/22/20	HDC 6300 Lowell Boulevard,	1	Multiple	83%	\$ 43,028.57	\$43,028.57	
Sarah Quinlan	Security Deposit	200115	1/15/20	\$ 1,550.00	\$ 1,550.00	1051	\$ 1,550.00	1/16/20	1/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Sherman & Howard, LLC	Developer Legal	754341-A	4/2/19	\$ 3,616.00	\$ 3,616.00	1781	\$ 3,785.50	6/7/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
Sherman & Howard, LLC	Developer Legal	756029	4/22/19	\$ 169.50	\$ 169.50	1781	\$ 3,785.50	6/7/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
Sherman & Howard, LLC	Developer Legal	774593	12/8/19	\$ 1,945.50	\$ 1,945.50	1047	\$ 1,945.50	12/20/19	1/6/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Sherman & Howard, LLC	Developer Legal	779501	2/12/20	\$ 754.00	\$ 754.00	1137	\$ 754.00	4/29/20	5/11/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Special District Association	Membership	2020 Membership	6/8/20	\$ 200.00	\$ 200.00	1151	\$ 200.00	6/10/20	6/25/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00	
State of Colorado	WQCD Permit	WC201095251	6/10/20	\$ 175.00	\$ 175.00	EFT	\$ 175.00	7/27/20	7/28/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 93.49	\$93.49	
Stella Color and Design, LLC	Marketing	1155	3/3/20	\$ 7,200.00	\$ 7,200.00	1162	\$ 7,200.00	8/4/20	8/17/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
TCW Agency	Insurance	8365	3/2/20	\$ 495.00	\$ 495.00	1122	\$ 495.00	3/30/20	4/17/20	HDC 6300 Lowell Boulevard,	1	Operations	0%	\$ -	\$0.00	
Touch of Class Tree Service	Site Tree Removal	446038	2/27/20	\$ 25,500.00	\$ 25,500.00	1111	\$ 25,500.00	3/3/20	3/5/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 13,622.85	\$13,622.85	
Touch of Class Tree Service	Site Tree Removal	446039	2/27/20	\$ 25,500.00	\$ 25,500.00	1123	\$ 25,500.00	3/30/20	4/9/20	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 13,622.85	\$13,622.85	
Trailbreak Management, Inc.	Consulting Services	2019-6300.1	3/1/19	\$ 30,000.00	\$ 30,000.00	1735	\$ 109,034.27	4/5/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	2019-6300.2	3/29/19	\$ 15,000.00	\$ 15,000.00	1757	\$ 15,000.00	5/14/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	2019-6300.3	5/1/19	\$ 15,000.00	\$ 15,000.00	1778	\$ 15,000.00	6/7/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	2019-6300.4	6/3/19	\$ 15,000.00	\$ 15,000.00	1806	\$ 15,000.00	7/24/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	2019-6300.5	8/28/19	\$ 15,000.00	\$ 15,000.00	1825	\$ 15,000.00	8/28/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	2019-6300.6	9/12/19	\$ 15,000.00	\$ 15,000.00	1841	\$ 15,000.00	9/12/19		Highland Development Co LLC	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	2019-6300.7	9/1/19	\$ 15,000.00	\$ 15,000.00	1012	\$ 15,000.00	10/7/19	10/15/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	2019-6300.8	10/1/19	\$ 15,000.00	\$ 15,000.00	1020	\$ 15,000.00	11/5/19	11/14/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	Oct 1C 3D	11/1/19	\$ 15,000.00	\$ 15,000.00	1036	\$ 215,000.00	12/6/19	12/16/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Closing Compensation	20191115	11/15/19	\$ 200,000.00	\$ 200,000.00	1036	\$ 215,000.00	12/6/19	12/16/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	20191116	12/1/19	\$ 15,000.00	\$ 15,000.00	1058	\$ 15,000.00	12/20/19	1/16/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	20191117	2/1/20	\$ 15,000.00	\$ 15,000.00	1110	\$ 15,000.00	3/3/20	3/10/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	20191118	3/1/20	\$ 15,000.00	\$ 15,000.00	1124	\$ 15,000.00	3/30/20	4/15/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	20191122	4/1/20	\$ 15,000.00	\$ 15,000.00	1138	\$ 15,000.00	4/29/20	5/14/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Trailbreak Management, Inc.	Consulting Services	20200509	5/1/20	\$ 15,000.00	\$ 15,000.00	1152	\$ 15,000.00	6/10/20	6/23/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Volume Nine	Marketing	11645	2/20/20	\$ 1,500.00	\$ 1,500.00	1125	\$ 3,750.00	3/30/20	4/8/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Volume Nine	Marketing	11646	3/1/20	\$ 2,250.00	\$ 2,250.00	1125	\$ 3,750.00	3/30/20	4/8/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Volume Nine	Marketing	11695	4/1/20	\$ 2,250.00	\$ 2,250.00	1139	\$ 2,250.00	4/29/20	5/7/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Wayne Hansen	Removal of dead trees	10096	9/23/19	\$ 895.00	\$ 895.00	1032	\$ 895.00	12/6/19	12/23/19	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 478.14	\$478.14	
West Adams Soil Conservation District	Major Subdivision Application	012519	1/25/19	\$ 150.00	\$ 150.00	1681	\$ 150.00	1/25/19		Highland Development Co LLC	1	Multiple	53%	\$ 80.13	\$80.13	



Berkley Shores Metropolitan District
Soft & Indirect Costs Detail
Table VI

Invoice Values					Payments Made						Certification	Category	Percent Eligible	Eligible This Period	Total Eligible	
Vendor	Work Description	Invoice Number	Invoice Date	Amount	Amount Paid	Check Number	Check Amount	Check Date	Clear Date	Account						
West Adams Soil Conservation District	Major Subdivision Application	191120	11/20/19	\$ 150.00	\$ 150.00	1023	\$ 150.00	11/20/19	12/6/19	HDC 6300 Lowell Boulevard,	1	Multiple	53%	\$ 80.13	\$80.13	
Worboys Design	Marketing	1442	10/24/19	\$ 2,850.00	\$ 2,850.00	1029	\$ 2,850.00	12/6/19	12/17/19	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Xcel Energy	Electric Use	667683858	1/3/20	\$ 685.62	\$ 685.62	EFT	\$ 685.62	2/5/20	2/6/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Xcel Energy	Electric Use	671699745	2/4/20	\$ 54.09	\$ 54.09	EFT	\$ 54.09	2/25/20	2/26/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
Xcel Energy	Electric Use	675591711	3/5/20	\$ 114.08	\$ 114.08	EFT	\$ 114.08	3/25/20	3/26/20	HDC 6300 Lowell Boulevard,	1	Non-District	0%	\$ -	\$0.00	
\$ 1,884,903.55					\$1,884,903.55						\$ 492,951.54					\$492,951.54

RESOLUTION NO. 2020-09-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF
BERKLEY SHORES METROPOLITAN DISTRICT REGARDING CONTINUING
DISCLOSURE POLICIES AND PROCEDURES**

A. The Berkley Shores Metropolitan District, Adams County, Colorado (the “**District**”) has entered into the continuing disclosure undertaking(s) set forth in **Exhibit A** attached hereto (referred to collectively herein, whether one or more than one, the “**Continuing Disclosure Undertaking**”).

B. The Board of Directors of the District (the “**Board**”) desires to adopt policies and procedures in an effort to ensure compliance by the District with its obligations set forth in the Continuing Disclosure Undertaking (the “**Continuing Disclosure Policy**”).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE BERKLEY SHORES METROPOLITAN DISTRICT, ADAMS COUNTY, COLORADO:

1. The Continuing Disclosure Policy, as hereby approved, adopted and made a part of the public records of the District, shall be to impose the procedures set forth in **Exhibit B** attached hereto (the “**Compliance Procedures**”).

2. The Board hereby delegates the tasks and responsibilities set forth in the Compliance Procedures to the responsible parties as set forth therein.

3. The Continuing Disclosure Policy is intended to supplement any previous post-issuance compliance procedures that may have been adopted by the District and any procedures evidenced in writing by any Official Statement or continuing disclosure undertaking heretofore or hereafter issued, entered into or executed and delivered by the District or on its behalf.

4. The Board may revise the Continuing Disclosure Policy from time to time as the Board deems necessary or desirable to comply with federal and state securities laws or otherwise as the Board may determine in its sole discretion.

5. Prior to the engagement of the responsible parties listed in the Compliance Procedure, and other consultants as may be applicable with respect to the Continuing Disclosure Undertaking, such responsible parties and consultants shall be required to review and comply with the Continuing Disclosure Policy, including, without limitation, the responsibilities set forth in the Compliance Procedures.

6. Within thirty (30) days, or earlier if necessary, of entering into any new continuing disclosure undertaking and/or with respect to any changes or modifications to the Continuing Disclosure Undertaking, the responsible parties and consultants shall meet with bond counsel and disclosure counsel to review the continuing disclosure compliance requirements and develop a process for compliance with respect to such new and/or changed continuing disclosure undertaking.

RESOLUTION APPROVED AND ADOPTED on September 16, 2020.

**BERKLEY SHORES METROPOLITAN
DISTRICT**

By: _____
President

Attest:

By: _____
Secretary

EXHIBIT A

Continuing Disclosure Undertaking

**BERKLEY SHORES METROPOLITAN DISTRICT
ADAMS COUNTY, COLORADO**

**\$2,312,000
LIMITED TAX (CONVERTIBLE TO UNLIMITED TAX)
GENERAL OBLIGATION BONDS
SERIES 2020A₍₃₎**

This Continuing Disclosure Agreement (this "Agreement") is entered into as of September 3, 2020, by and between Berkley Shores Metropolitan District, Adams County, Colorado (the "District"), HDC 6300 Lowell Boulevard, LLLP, a Colorado registered limited liability limited partnership (the "Developer"), and UMB Bank, n.a., Denver, Colorado, as trustee (the "Trustee") under the Indenture (defined below) and as dissemination agent hereunder relating to the Berkley Shores Metropolitan District Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2020A₍₃₎, issued in the original aggregate principal amount of \$2,312,000 (the "Bonds").

Section 1. Purpose. This Agreement is being executed and delivered by the parties hereto for the benefit of the holders of the Bonds, in order to enable the Underwriter to comply with Securities and Exchange Commission Rule 15c2-12, if applicable; and in consideration for the purchase by D.A. Davidson & Co. (the "Underwriter") of the Bonds pursuant to the terms of a Bond Purchase Agreement between the Underwriter and the District dated as of August 26, 2020.

Section 2. Definitions. Capitalized terms used and not otherwise defined in this Agreement shall have the respective meanings set forth in the Indenture (defined below) and the Limited Offering Memorandum (defined below). The capitalized terms set forth below shall have the following respective meanings for purposes of this Agreement:

"Annual Budget Report" means the report attached hereto as Appendix B.

"Annual Financial Report" means the form of the report attached hereto as Appendix A to be filed following the Annual Report Conversion Date.

"Annual Report Conversion Date" means the date upon which, within the District (as the boundaries existed on the date of issuance of the Bonds), Certificates of Occupancy have been issued for at least 80 single family detached or attached homes (such amount being approximately equal to 90% of the planned single family detached and attached homes in the District), and after which the District shall be obligated by this Agreement to file Annual Financial Reports instead of Quarterly Reports.

"Audited Financial Statements" means the District's most recent annual financial statements, prepared in accordance with generally accepted accounting principles for governmental units as prescribed by the Governmental Accounting Standards Board, which financial statements shall have been audited by such auditor as shall be then required or permitted by the laws of the State of Colorado.

"Beneficial Owner" means any person for which a Participant acquires an interest in the Bonds.

"Indenture" means the Indenture of Trust dated as of September 1, 2020, between the Trustee and the District, pursuant to which the Bonds were issued.

"Limited Offering Memorandum" means the Limited Offering Memorandum prepared in connection with the offer and sale of the Bonds dated August 26, 2020.

“MSRB” means the Municipal Securities Rulemaking Board. As of the date hereof, the MSRB’s required method of filing is electronically via its Electronic Municipal Market Access (EMMA) system available on the Internet at <http://emma.msrb.org>.

“Participant” means any broker-dealer, bank, or other financial institution from time to time for which DTC (as defined in the Indenture) or another Depository (as defined in the Indenture) holds the Bonds.

“Quarterly Report” means the form of the report attached hereto as Appendix A to be filed prior to the Annual Report Conversion Date.

“Report” means a Quarterly Report, an Annual Financial Report or an Annual Budget Report, as applicable.

Section 3. Periodic Reporting Requirements.

a. Timing of Reports.

i. *Quarterly Reports.* Prior to the Annual Report Conversion Date, unless such report is filed directly with the MSRB by the District, the Developer and the District shall provide their respective portions of the Reports to the Trustee as follows:

Last Day of Quarterly Reporting Period	Date Trustee Sends Notice to the District and Fund Balance Information for Section 2 (“Trustee Notice Date”)	Date Quarterly Report is Due to the Trustee (“Due Date”)	Date Quarterly Report is Due to be Filed with the MSRB (“Filing Date”)
March 31	March 31	May 5	May 15
June 30	June 30	August 5	August 15
September 30	September 30	November 5	November 15
December 31	December 31	February 5	February 15

The first Quarterly Report will be due for the quarter ending September 30, 2020.

ii. *Annual Financial Reports.* After the Annual Report Conversion Date, unless such report is filed directly with the MSRB by the District, the District shall provide Annual Financial Reports to the Trustee as follows:

Last Day of Annual Reporting Period	Date Trustee Sends Notice to the District and Fund Balance Information for Section 2 (“Trustee Notice Date”)	Date Annual Financial Report is Due to the Trustee (“Due Date”)	Date Annual Financial Report is Due to be Filed with the MSRB (“Filing Date”)
December 31	September 30	November 5	November 15

iii. *Annual Budget Reports.* Unless such report is filed directly with the MSRB by the District, the District shall provide Annual Budget Reports to the Trustee as follows:

First Day of Annual Budget Reporting Period	Date Trustee Sends Notice to District ("Trustee Notice Date")	Date Annual Budget Report is Due to the Trustee ("Due Date")	Date Annual Budget Report is Due to be Filed with the MSRB ("Filing Date")
January 1	January 15	January 31	February 15

The first Annual Budget Report will be due for the year beginning January 1, 2021.

b. Contents of Reports.

i. *Quarterly Reports.* The Developer shall complete Section 1 of each Quarterly Report, and the District shall complete all other sections of each Quarterly Report.

ii. *Annual Financial Reports.* The District shall complete all sections of each Annual Financial Report.

iii. *Annual Budget Reports.* The District shall complete all sections of each Annual Budget Report.

iv. *Incorporation by Reference.* Any or all of the items required to be updated may be incorporated by reference from other documents, including official statements of debt issues of the District or related public entities, which are available to the public on the MSRB's internet website or filed with the SEC. The District and the Developer, as applicable, shall clearly identify each such document incorporated by reference.

c. Trustee's Duties. Unless such report is filed directly with the MSRB by the District, the Trustee shall:

i. determine prior to each Filing Date the appropriate electronic format prescribed by the MSRB;

ii. on or before each Trustee Notice Date, send written notice to the District which: (A) states that the Quarterly Report, Annual Financial Report or Annual Budget Report, as applicable, will be due by the applicable Due Date; and (B) for Quarterly Reports and Annual Financial Reports, provides the information required by Section 2 of such Reports;

iii. on or before each Filing Date, provide to the MSRB (in an electronic format as prescribed by the MSRB) the completed Quarterly Report, Annual Financial Report or Annual Budget Report, as applicable. Each such Report may be submitted as a single document or as separate documents comprising a package, and may cross reference other information as provided in Section 3(b)(iv) above;

iv. if necessary, file the Notice of Failure to File Report form attached hereto as Appendix C with the MSRB as required by Section 3(d);

v. file the Notice of Annual Report Conversion Date attached hereto as Appendix D with the MSRB if required by Section 5(a); and

vi. upon request, file a report with the District at the address in the following paragraph certifying that the Quarterly Report, Annual Financial Report, Annual Budget Report, Notice of Failure to File Report or Notice of Annual Report Conversion Date, as applicable, has been provided to the MSRB pursuant to this Agreement, stating the date it was provided and listing all the entities to which it was provided.

d. Failure to File Reports. Unless such report is filed directly with the MSRB by the District, with filing confirmation provided to Trustee, if the District or the Developer fail to provide to the Trustee their respective portions of each Quarterly Report by the applicable Due Date, or if the District fails to provide to the Trustee the Annual Financial Report or the Annual Budget Report by the applicable Due Date, which results in the Trustee's inability to provide a Quarterly Report, Annual Financial Report or Annual Budget Report to the MSRB by the applicable Filing Date, the Trustee shall file or cause to be filed a notice in substantially the form attached hereto as Appendix C with the MSRB and shall submit a copy of such filing to the District and the Developer, as follows:

To the District: Berkley Shores Metropolitan District
c/o McGeady Becher P.C.
Attention: Megan Becher
450 E. 17th Avenue, Suite 400
Denver, Colorado 80203
Phone (303) 592-4380
Email: mbecher@specialdistrictlaw.com

To the Developer: HDC 6300 Lowell Boulevard, LLLP
c/o Highland Development Company
Attention: Paul T. Malone
2100 North Downing Street
Denver, Colorado 80203
Phone: (303) 926-4949
Email: pmalone@highlanddevelopmentco.com

Upon receipt of such a notice regarding a failure to file by the Developer, the District has additional duties pursuant to Section 8(b) hereof.

e. Means of Transmitting Information. Subject to technical and economic feasibility, the District and the Developer shall employ such methods of information transmission as the Trustee shall reasonably request. All documents provided to the MSRB pursuant to this Agreement shall be in the format prescribed by the MSRB and accompanied by identifying information as prescribed by the MSRB.

As of the date of this Agreement, all documents submitted to the MSRB must be in portable document format (PDF) files configured to permit documents to be saved, viewed, printed and retransmitted by electronic means. In addition, such PDF files must be word-searchable, provided that diagrams, images and other non-textual elements are not required to be word-searchable.

Section 4. Notice of Material Events. Whenever the District obtains actual knowledge of the occurrence of any of the following events, the District shall cause the Trustee to provide, in a timely

manner not in excess of ten business days after the occurrence of the event, a notice of such event to the MSRB:

- a. If the Unlimited Tax Receipt Date (as defined in the Indenture) has occurred, principal and interest payment delinquencies on the Bonds;
- b. The failure or refusal by the District to impose or collect the Required Mill Levy (as defined in the Indenture) or to collect and apply the other components of the Pledged Revenue (as defined in the Indenture) as required by the Indenture;
- c. Non-payment related defaults under the Indenture, *if material*, including a description of such default;
- d. Unscheduled draws on the Reserve Fund reflecting financial difficulties;
- e. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notice of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- f. Modifications to rights of bondholders, *if material*;
- g. Bond calls, *if material*, and tender offers;
- h. Defeasances;
- i. Release, substitution, or sale of property securing repayment of the Bonds, *if material*;
- j. Bankruptcy, insolvency, receivership or similar event of the District;*
- k. The consummation of a consolidation or dissolution of the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, *if material*; and
- l. Appointment of a successor or additional trustee or the change of name of a trustee, *if material*.

Whenever the Trustee obtains actual knowledge of the occurrence of any of the aforementioned events, the Trustee shall promptly notify the District of such event. For purposes of this paragraph, "actual knowledge" of the Trustee means actual knowledge by an officer of the Trustee having responsibility for matters regarding the Indenture or the Bonds.

* For the purposes of this event, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the District in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the District, or if such jurisdiction has been assumed by leaving the existing governing body and official or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the District.

Section 5. Termination.

a. The obligations of the Developer as to the information in Section 1 of the Reports shall terminate after the Annual Report Conversion Date. Upon the occurrence of the Annual Report Conversion Date, the Developer shall complete the Notice of Annual Report Conversion Date attached hereto as Appendix D and provide such notice to the District and the Trustee. The Trustee shall then file the Notice of Annual Report Conversion Date with the MSRB within 10 days of receipt.

b. The obligations of the District as to information in Sections 2-4 of the Reports, the obligations of the Trustee as to Section 2 of the Reports, and the obligations of the District as to the Annual Budget Reports, shall terminate at such time as none of the Bonds are Outstanding under the Indenture, respectively.

Section 6. Liability for Content of Information Provided. So long as the parties to this Agreement act in good faith, such entities shall not be liable for any errors, omissions or misstatements in the information provided pursuant to this Agreement. Without limiting the foregoing, the District makes no representation as to the accuracy of any information provided by the Developer.

Section 7. Amendment. Notwithstanding any other provision of this Agreement, this Agreement may only be amended with the consent of the majority of the Owners of the Bonds then Outstanding.

Section 8. Default.

a. Any failure by the District to perform in accordance with this Agreement shall not constitute an Event of Default under the Indenture, and the rights and remedies provided by the Indenture upon the occurrence of an Event of Default shall not apply to any such failure. If the District fails to comply with this Agreement, any Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the District to comply with its obligations hereunder.

b. If the Developer fails to comply with this Agreement, the District, within 10 business days of receipt of notice in substantially the form attached as Appendix C from the Trustee, shall be obligated to update Section 1 of Appendix A, but only to the extent such information is publicly available. Furthermore, if the Developer fails to comply with this Agreement, any Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Developer to comply with its obligations hereunder.

Section 9. Severability. If any section, paragraph, clause, or provision of this Agreement 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 Agreement, the intent being that the same are severable.

Section 10. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Colorado.

Section 11. Compensation. As compensation for its services under this Agreement, the Trustee shall be compensated or reimbursed by the District for its reasonable fees and expenses in performing the services specified under this Agreement.

Section 12. Beneficiaries. This Agreement shall inure solely to the benefit of the District, the Developer, the Trustee, the Underwriter, and the Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Section 13. Trustee's Duties; Removal or Resignation as Dissemination Agent. The Trustee shall have only such duties as are specifically set forth in this Agreement, and the District agrees, to the extent permitted by law, to indemnify and save the Trustee, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performances of its powers and duties hereunder, including the costs and expenses (including attorneys' fees) of defending against any claim or liability, but excluding liabilities due to the Trustee's gross negligence or willful misconduct. The Trustee may resign as dissemination agent hereunder at any time upon 30 days prior written notice to the District. The Trustee shall not be responsible in any manner for the content of any notice or Report prepared by the District or the Developer pursuant to this Agreement. The obligations of the District under this Section shall survive resignation or removal of the Trustee and payment of the Bonds.

Section 14. Electronic Transactions. The parties hereto agree that the transactions described herein may be conducted and related documents may be stored by electronic means. Copies, telecopies, facsimiles, electronic files and other reproductions of original executed documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.


Section 15. Assignment. The covenants and conditions herein contained apply to and bind the heirs, successors, executors, administrators and assigns of the parties hereto.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed in their respective names, all as of the date first above written.

[Signature Page Follows]

This CONTINUING DISCLOSURE AGREEMENT is executed as of the date first set forth above.

**BERKLEY SHORES METROPOLITAN
DISTRICT**, Adams County, Colorado

By: 
Authorized Officer

UMB BANK, n.a., as Trustee

By: _____
Authorized Officer

HDC 6300 LOWELL BOULEVARD, L.L.P., a
Colorado registered limited liability limited
partnership

By: 
Authorized Signatory

**APPENDIX A
TO
CONTINUING DISCLOSURE AGREEMENT**

FORM OF QUARTERLY/ANNUAL FINANCIAL REPORT

**BERKLEY SHORES METROPOLITAN DISTRICT
ADAMS COUNTY, COLORADO**

**\$2,312,000
LIMITED TAX (CONVERTIBLE TO UNLIMITED TAX)
GENERAL OBLIGATION BONDS
SERIES 2020A⁽²⁾**

Date of Report: _____, 20__

All capitalized terms used and not otherwise defined in this report shall have the respective meanings assigned in the Continuing Disclosure Agreement ("Agreement") entered into as of September 3, 2020, by and among Berkley Shores Metropolitan District, in Adams County, Colorado (the "District"), HDC 6300 Lowell Boulevard, LLLP, a Colorado registered limited liability limited partnership (the "Developer"), and UMB Bank, n.a., Denver, Colorado, as trustee ("Trustee") for the above captioned bonds (the "Bonds"). Unless otherwise stated, all information contained herein is the most current information available as of the Date of Report specified above.

Section 1. Development Activity *[Developer to complete for each Quarterly Report until the Annual Report Conversion Date].*

[The following is to be included in the Quarterly Reports only]

(a) **Building Permit Activity.** *The Developer is to update the number of building permits ("BP") issued within the District (as the boundaries existed on the Issue Date) by completing the following table. For each new quarter, the Developer is to add a new row.*

Building Permits Issued in the District Building Permits Issued in the District

Quarterly Period	BPs Issued	
	Period	Total
As of the Issue Date ¹	0	0
Issue Date – 9/30/2020		
10/1/2020 – 12/31/2020		
1/1/2021 – 3/31/2021		
4/1/2021 – 6/30/2021		
7/1/2021 – 9/30/2021		
10/1/2021 – 12/31/2021		
[Additional quarters to be added ²]		

¹ This represents the date for the status of development which is described in the Limited Offering Memorandum. For each successive Quarterly Report, the data is as of the last day of the applicable quarter.

² Successive rows should be added for each quarter for which a Quarterly Report is filed.

(b) Certificate of Occupancy Activity. The Developer is to update the number of certificates of occupancy ("CO") issued within the District (as the boundaries existed on the date of issuance of the Bonds) by completing the following table. For each new quarter, the Developer is to add a new row.

Certificates of Occupancy Issued in the District

Quarterly Period	COs Issued	
	Period	Total
As of the Issue Date ¹	0	0
Issue Date – 9/30/2020		
10/1/2020 – 12/31/2020		
1/1/2021 – 3/31/2021		
4/1/2021 – 6/30/2021		
7/1/2021 – 9/30/2021		
10/1/2021 – 12/31/2021		
[Additional quarters to be added ²]		

¹ This represents the date for the status of development which is described in the Limited Offering Memorandum. For each successive Quarterly Report, the data is as of the last day of the applicable quarter.

² Successive rows should be added for each quarter for which a Quarterly Report is filed.

(c) Land Entitlements. Since the date of the last Quarterly Report (or, in the case of the first Quarterly Report, since the Issue Date), have any land entitlements pertaining to property in the District (e.g., zoning, platting, etc.) been changed or put into place by the Town? If so, describe.

(d) Land Sales. Since the date of the last Quarterly Report (or, in the case of the first Quarterly Report, since the Issue Date), has the Developer conveyed any of its property to any other unrelated entity, other than parcels sold in the ordinary course of its business? If so, state the amount of property, its location in the District, the name of the purchaser and the sales price.

[The following is to be included in the Annual Financial Reports only]

The Annual Report Conversion Date occurred on _____, 20____, and pursuant to the Continuing Disclosure Agreement, no development activity is required to be provided in this Report.

Section 2. Fund Balances *[District to complete based upon information received from the Trustee].* The amount on deposit in each of the following funds for the Bonds is as set forth below:

- (i) Project Fund: \$ _____;
- (ii) Bond Fund: \$ _____;
- (iii) Reserve Fund: \$ _____; and
- (iv) Surplus Fund: \$ _____.

Section 3. Debt to Assessed Ratio; Conversion of Bonds to Unlimited Tax Obligations *[District to complete].*

(a) The Debt to Assessed Ratio (as defined in the Limited Offering Memorandum) is _____%.

(b) The conditions for Conversion of the Bonds from Limited Tax Obligations to Unlimited Tax Obligations ☐ have occurred ☐ have not occurred.

Section 4. Authorized Denominations *[District to complete]*. The Bonds are presently outstanding in Authorized Denominations of:

- ☐ \$500,000 and any integral multiple of \$1,000 in excess thereof; or
- ☐ Pursuant to paragraph (b) of the definition of Authorized Denomination in the Indenture, the Authorized Denominations of the Bonds were reduced to \$1,000 or any integral multiple thereof on _____, 20__.

Section 5. Additional District Information to be Provided *[District to complete]*. The following information is to be provided (i) if prior to the Annual Report Conversion Date, annually as part of the Quarterly Report due on or before November 15, and (ii) if after the Annual Report Conversion Date, as part of the Annual Financial Report:

(a) The District shall attach its Audited Financial Statements¹ (or if Audited Financial Statements are not required by State statute and the Indenture, then unaudited annual financial statements shall be attached) for the previous year (20__).

(b) The District shall provide or update the following information annually:

**History of Assessed Valuation and Statutory
"Actual" Value of Taxable Property in the District**
(Lesser of past 5 years or since the District was organized)

<u>Assessment Year/ Collection Year</u> ¹	<u>Assessed Valuation</u>	<u>Statutory "Actual" Valuation</u>
20__/20__	\$ _____	\$ _____
20__/20__		
20__/20__		
20__/20__		
20__/20__		

¹ See the sections of the Limited Offering Memorandum captioned "DISTRICT FINANCIAL INFORMATION - Ad Valorem Property Taxes - Determination of Assessed Value - Statutory Actual Value."

Source: Adams County Assessor's Office

Current Year (20__) Assessed Valuation of Classes of Property in the District

<u>Property Class</u> ¹	<u>Assessed Valuation</u>	<u>Percent of Total Assessed Valuation</u>
	\$ _____	% _____
Total	\$ _____	100%

¹ Describe the classification of property as determined by the County Assessor (vacant, residential, commercial, agricultural, etc.)

Source: Adams County Assessor's Office

¹ If Audited Annual Financial Statements are not available by the Filing Date, unaudited annual financial statements shall be provided with the Report and Audited Annual Financial Statements shall be provided when available.

History of Mill Levies and Property Tax Collections for the District
(Lesser of past 5 years or since the District was organized)

Levy Year/ Collection Year	Mill Levies ^{1,2}			Total Levy	Property Taxes Levied and Collected		
	General Fund	Bond Redemption	Other		Amount Levied	Amount Collected ³	Percent ³
20__/20__					\$	\$	%
20__/20__							
20__/20__							
20__/20__							
20__/20__							

¹ Edit, add or subtract columns as necessary.

² One mill equals 1/10 of 1¢.

³ Collections are rounded. They include current taxes and both current year and prior year delinquent taxes, but not interest or the deduction of County Treasurer's fees, and therefore may exceed the amount levied.

Sources: The District's financial statements; District management records; Colorado Department of Local Affairs, Division of Property Taxation, Annual Reports; and the Adams County Treasurer's Office.

Ten Largest Owners of Taxable Property within the District (Until Annual Report Conversion Date)

<u>Taxpayer Name</u>	20__ Assessed Valuation	Percentage of Total Assessed Valuation ¹
----------------------	-------------------------------	-----------------------------------------------------------

Total	\$	%
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¹ Based on a 20__ certified gross assessed valuation of \$_____.

Source: Adams County Assessor's Office.

Mill Levies Applicable to Property in the District

<u>Taxing Entity¹</u>	20__ <u>Mill Levies²</u>
Adams County	
Westminster Public Schools	
Adams County Fire Protection District	
Crestview Water and Sanitation District	
Hyland Hills Park and Recreation District	
Rangeview Library District	
Urban Drainage & Flood Control District	
Urban Drainage & Flood Control District – South Platte	
Regional Transportation District	
Other [Describe]	
The District	
Total mill levy applicable in the District	

¹ One mill equals 1/10 of 1¢. These mill levies are for the collection of ad valorem property taxes in 20__.

Source: Adams County Assessor's Office.

General Obligation Debt Ratios of the District

District Direct Debt ¹	\$	
Overlapping Debt ^{2,3}		
Total Direct Debt and Overlapping Debt	\$	
20__ Assessed Valuation ¹	\$	
Ratio of Direct Debt to 20__ District Assessed Valuation		%
Ratio of Direct Debt Plus Overlapping Debt to 20__ District Assessed Valuation		%
20__ District Statutory "Actual" Value ¹	\$	
Ratio of Direct Debt to 20__ District Statutory "Actual" Value		%
Ratio of Direct Debt Plus Overlapping Debt to 20__ District Statutory "Actual" Value		%

¹ This amount constitutes the outstanding amount of the District's general obligation debt, including limited tax obligations.

² Overlapping debt means the allocable portion of another taxing authority's outstanding debt that the District is liable for due to the fact that such taxing authority's boundaries are entirely within, coterminal with or only partially within the District. The percentage of an overlapping entity's outstanding debt attributable to properties in the District is calculated by dividing the current gross assessed valuation (i.e., not reduced by amounts attributable to a tax increment district) of the overlapping property to the total current gross assessed valuation of the overlapping entity. This percentage is subject to fluctuation in accordance with future changes in assessed valuations. The overlapping debt in this table is an estimate based on information supplied by other taxing authorities, and may not be accurate, for which the District assumes no liability. It does not include general obligation debt that is actually payable from non-property tax revenues such as system revenues.

³ See the sections of the Limited Offering Memorandum captioned "DISTRICT FINANCIAL INFORMATION - Ad Valorem Property Taxes - Determination of Assessed Value - Statutory Actual Value."

Sources: Adams County Assessor's Office, the District, and information obtained from individual overlapping entities

The information contained in this Report has been obtained from sources that are deemed to be reliable, but is not guaranteed as to accuracy or completeness. The information contained in this Report is neither intended nor shall be construed as a document updating the Limited Offering Memorandum for the Bonds, and is neither intended to nor shall it be used by the Owners or Beneficial Owners of the Bonds for the purpose of making a subsequent investment decision with respect to the Bonds.

Receipt of this Report by any person or entity shall create no obligation or liability of the District, the Developer or the Trustee.

[Signature/certification page follows]

The undersigned hereby certify, respectively, that they are authorized representatives of the District and the Developer, and further certify on behalf of the following entities that the information contained in the foregoing Report (for the Developer, with respect to Section 1 only, and for the District, with respect to Sections 2-5 only) is, to their actual knowledge, true, accurate and complete. This Report may be executed below on counterpart signature pages.

**BERKLEY SHORES METROPOLITAN
DISTRICT, Adams County, Colorado**

By: _____
Authorized Officer

**HDC 6300 LOWELL BOULEVARD, LLLP, a
Colorado registered limited liability limited
partnership**

By: _____
Authorized Signatory

[Signature/Certification Page to Report]

APPENDIX B
TO
CONTINUING DISCLOSURE AGREEMENT

FORM OF ANNUAL BUDGET REPORT

BERKLEY SHORES METROPOLITAN DISTRICT
ADAMS COUNTY, COLORADO

\$2,312,000
LIMITED TAX (CONVERTIBLE TO UNLIMITED TAX)
GENERAL OBLIGATION BONDS
SERIES 2020A₍₃₎

Date of Report: _____, 20__

All capitalized terms used and not otherwise defined in this report shall have the respective meanings assigned in the Continuing Disclosure Agreement ("Agreement") entered into as of September 3, 2020, by and among Berkley Shores Metropolitan District, in Adams County, Colorado (the "District"), HDC 6300 Lowell Boulevard, LLLP, a Colorado registered limited liability limited partnership (the "Developer"), and UMB Bank, n.a., Denver, Colorado, as trustee ("Trustee") for the above captioned bonds (the "Bonds"). Unless otherwise stated, all information contained herein is the most current information available as of the Date of Report specified above.

Section 1. Adopted Budget. Attached hereto is the annual budget for the District for the fiscal (calendar) year 20__ adopted by the Board of Directors of the District on _____, 20__. Included in, or attached to, such budget is evidence of the certification by the District of the mill levies specified in Section 3 below.

Section 2. Assessed Value and Statutory "Actual" Value.

(a) *District Assessed Value.* The final assessed value of taxable property in the District, as published or certified by the County Assessor on or about December 10, 20__, is \$_____.

(b) *District Statutory "Actual" Value.* The statutory "actual" value of taxable property in the District from which the certified assessed value in (a) was calculated is \$_____.

Section 3. Mill Levies.

The District certified to Adams County a total levy of _____ mills on _____, 20__, comprised of the following:

- (i) _____ mills for debt service;
- (ii) _____ mills for operations; and
- (iii) _____ mills for _____ [describe].

The information contained in this Annual Budget Report has been obtained from sources that are deemed to be reliable, but is not guaranteed as to accuracy or completeness. The information contained in this Annual Budget Report is neither intended nor shall be construed as a document updating the Limited

Offering Memorandum for the Bonds, and is neither intended to, nor shall it be, used by the owners or beneficial owners of the Bonds for the purpose of making a subsequent investment decision with respect to the Bonds.

Receipt of this Annual Budget Report by any person or entity shall create no obligation or liability of the District or the Trustee.

The undersigned certifies that he or she is the authorized representative of the District, and further certifies on behalf of the District that the information contained in the foregoing Annual Budget Report is, to their actual knowledge, true, accurate and complete.

**BERKLEY SHORES METROPOLITAN
DISTRICT**, Adams County, Colorado

By: _____
Authorized Officer

**APPENDIX C
TO
CONTINUING DISCLOSURE AGREEMENT**

NOTICE OF FAILURE TO FILE REPORT

Name of Issuer: Berkley Shores Metropolitan District, Adams County, Colorado (the "District")
Bond Issue: Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2020A₍₁₎, in the original aggregate principal amount of \$2,312,000 (the "Bonds")
CUSIP No.: 08450T AA2
Date of Issuance: September 3, 2020

NOTICE IS HEREBY GIVEN that the following information with respect to the Bonds was not provided to UMB Bank, n.a. (the "Trustee"), as required by the Continuing Disclosure Agreement dated as of September 3, 2020, with respect to the Bonds entered into by and among the District, HDC 6300 Lowell Boulevard, LLLP (the "Developer"), and the Trustee:

☐ the Developer did not provide its portion of the Quarterly Report due _____, 20__, by the applicable Due Date;

☐ the District did not provide ☐ its portions of the Quarterly Report ☐ the Annual Financial Report ☐ the Annual Budget Report due _____, 20__, by the applicable Due Date.

The ☐ District ☐ Developer anticipate(s) that the applicable Report will be filed by _____, 20__.

Dated: _____, 20__

UMB BANK, n.a., as Trustee

By: _____
Authorized Officer

**APPENDIX D
TO
CONTINUING DISCLOSURE AGREEMENT**

NOTICE OF REPORT CONVERSION DATE

Name of Issuer: Berkley Shores Metropolitan District, Adams County, Colorado (the "District")
Bond Issue: Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2020A₍₃₎, in the original aggregate principal amount of \$2,312,000 (the "Bonds")
CUSIP No.: 08450T AA2
Date of Issuance: September 3, 2020

NOTICE IS HEREBY GIVEN that the Annual Report Conversion Date as defined in the Continuing Disclosure Agreement dated as of September 3, 2020, with respect to the Bonds entered into by and among the District, HDC 6300 Lowell Boulevard, LLLP (the "Developer"), and UMB Bank, n.a. (the "Trustee"), occurred on _____, 20____. Pursuant to Sections 3(a) and 5(a) of the Continuing Disclosure Agreement, the Developer and the District are no longer obligated to provide Quarterly Reports to the Trustee. However, the District remains obligated to provide Annual Financial Reports and Annual Budget Reports to the Trustee pursuant to Sections 3(a)(ii) and 3(a)(iii) of the Continuing Disclosure Agreement.

Dated: _____, 20____.

HDC 6300 LOWELL BOULEVARD, LLLP, a
Colorado registered limited liability limited
partnership

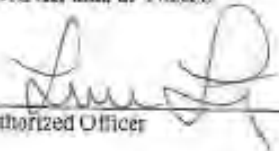
By: _____
Authorized Signatory

This CONTINUING DISCLOSURE AGREEMENT is executed as of the date first set forth above.

**BERKLEY SHORES METROPOLITAN
DISTRICT**, Adams County, Colorado

By: _____
Authorized Officer

UMB BANK, n.a., as Trustee

By:  _____
Authorized Officer

HDC 6300 LOWELL BOULEVARD, LLLP, a
Colorado registered limited liability limited
partnership

By: _____
Authorized Signatory

EXHIBIT B

COMPLIANCE PROCEDURE

Berkley Shores Metropolitan District, Adams County, Colorado
 \$2,312,000 General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2020A(3) and
 Subject to SEC Rule 15c2-12: NO

FINANCIAL DISCLOSURES	
Submittal Date to Trustee	Required Documentation Prepared By:
Quarterly Reports Due: <ul style="list-style-type: none"> • May 5 (for quarter ending March 31) • August 5 (for quarter ending June 30) • November 5 (for quarter ending September 30) • February 5 (for quarter ending December 31) Commencing for quarter ending September 30, 2020 (report due <u>November 5, 2020</u>)	Section 1 of the Quarterly Report: Development Activity HDC 6300 Lowell Boulevard, LLLP (" <i>Developer</i> ") to provide to Special District Management Services, Inc. (" <i>Accountant</i> ") at least thirty (30) days prior to submittal date with the following: <ul style="list-style-type: none"> • Building Permit Activity (for each new quarter, the Developer will add a new row and complete the row for each table under Section 1(a) of the Quarterly Report); • Certificate of Occupancy Activity (for each new quarter, the Developer will add a new row and complete the row for each table under Section 1(b) of the Quarterly Report); • Land Entitlements; and • Land Sales.
	Section 2 of the Quarterly Report: Fund Balances UMB Bank, n.a. (" <i>Trustee</i> ") to provide to <i>Accountant</i> by March 31, June 30, September 30, and December 31, respectively.
	Section 3 of the Quarterly Report: Debt-to-Assessed Ratio; Conversion of Bonds to Unlimited Tax Obligations <i>Accountant</i> to complete
	*Section 4 of the Quarterly Report: Additional District Information <i>Accountant</i> to update/include the following: <ul style="list-style-type: none"> • Various tables included in the Limited Offering Memorandum; and • Audited Annual Financial Statements for the previous year. *ONLY FOR THE QUARTERLY REPORT DUE NOVEMBER 5 (FOR THE QUARTER ENDING SEPTEMBER 30)
Annual Financial Report Due November 5 of each year (commencing after the Annual Report Conversion Date, as defined in <u>Exhibit A</u> , Continuing Disclosure Agreement)	<i>Accountant</i> to complete Sections 2 through 4 of the Report (see above) annually. Due November 5.
Annual Budget Report Due January 31 of each year, commencing for the year beginning January 1, 2021 (report due <u>January 31, 2021</u>)	Annual Budget Report: <i>Accountant</i> to complete/include the following: <ul style="list-style-type: none"> • Annual Budget; • Assessed Value and Actual Value; and • Mill Levies. Due January 31

*If any submittal date falls on a day which is not a Business Day (as defined in **Exhibit A**, Continuing Disclosure Agreement), the report will be provided to the Trustee on the Next succeeding Business Days.

Procedure:

1. *Accountant* will prepare the report due and will submit the report to *Trustee* on applicable submittal date.
2. *Accountant* will copy McGeady Becher P.C. and Special District Management Services, Inc. on the transmittal of the report to the *Trustee*.

NOTICE OF MATERIAL EVENT		
Reporting / Submittal Deadlines	Responsible Party to Report Event of Default	Party Responsible to Notify Trustee of Event of Default
District shall cause the Trustee to provide, in a timely manner not in excess of ten business days after the occurrence of the event, a notice of such event to the MSRB	McGeady Becher P.C., Special District Management Services, Inc., or anyone who has actual knowledge of an material event	Special District Management Services, Inc.