



## ICENOGL SEAVR POGUE

September 1, 2022

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

Boulder County Clerk and Recorder  
1750 33<sup>Rd</sup> Street, Ste 200  
Boulder, Colorado 80301

(Via  
Email: [clerkandrecorder@bouldercounty.org](mailto:clerkandrecorder@bouldercounty.org))

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

City of Longmont, City Clerk  
Administration Office  
350 Kimbark Street  
Longmont, Colorado 80501

(Via Email:  
[city.clerk@longmontcolorado.gov](mailto:city.clerk@longmontcolorado.gov))

Harold Dominguez, City Manager  
City of Longmont  
350 Kimbark Street  
Longmont, Colorado 80501  
(Via Email:  
[harold.dominguez@longmontcolorado.gov](mailto:harold.dominguez@longmontcolorado.gov))

**Re: Annual Report for Mountain Brook Metropolitan District**

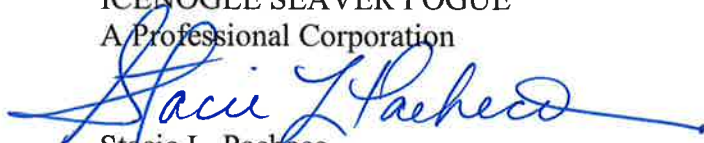
To Whom It May Concern:

Pursuant to the Service Plan enclosed please find the 2021 Annual Report for Mountain Brook Metropolitan District.

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

Sincerely,

ICENOGL SEAVR POGUE  
A Professional Corporation



Stacie L. Pacheco  
Paralegal

Enclosure

**Stacie L. Pacheco** | [SPacheco@isp-law.com](mailto:SPacheco@isp-law.com) | **Direct 303.867.3000**

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

# MOUNTAIN BROOK METROPOLITAN DISTRICT

## 2021 ANNUAL REPORT TO THE CITY OF LONGMONT

Pursuant to Section XVII of the Service Plan for Mountain Brook Metropolitan District (the “Service Plan”), every year on or before September 1, Mountain Brook Metropolitan District (the “District”) is required to submit an annual report and proposed budget to the City Manager and the City Clerk of the City of Longmont (the “City”). In accordance with the Service Plan, the District hereby reports the following for the year ending December 31, 2021 (the “Report Year”):

### **1. A narrative summary of the progress of the District in implementing its service plan for the Report Year.**

The City approved the District’s Service Plan on October 8, 2019 via Resolution No. R-2019-106. As contemplated by Section XI.C. of the Service Plan, an organization election was held on May 5, 2020 (“Election”) at which eligible electors of the District voted in favor of organizing the District, electing members to the District’s Board of Directors (the “Board”), and authorizing the District to levy taxes and incur indebtedness. On May 20, 2020, the District Court for Boulder County entered an Order and Decree Organizing Mountain Brook Metropolitan District (“Order and Decree”). The Order and Decree was recorded in the Boulder County Clerk and Recorder’s Office on June 4, 2020.

Consistent with the intent of Article X of the Service Plan, the Board has approved a Funding and Reimbursement Agreement with Mountain Brook Partners, LLC (“Developer”), as amended on November 16, 2020, and as further amended on November 11, 2021, concerning the advance and expenditure of funds on behalf of the District for operational and administrative costs, and an Improvement Acquisition, Advance and Reimbursement Agreement with the Developer, as amended on November 16, 2020, and as further amended on November 11, 2021, concerning the advance and expenditure of funds on behalf of the District for capital costs incurred in designing, constructing, and installing public improvements to serve the District and the Mountain Brook development.

On December 16, 2021, the District issued its Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup> in the principal amount of \$11,645,000 (the “Bonds”). The proceeds from the sale of the Bonds will be used for the purposes of financing or reimbursing a portion of the costs of acquiring, constructing, and/or installing certain public infrastructure to serve the Mountain Brook development, funding capitalized interest on the Bonds, funding certain Bonds funds, and paying costs incurred in connection with the issuance of the Bonds.

### **2. Except when granted an exemption, an audit for the Report Year under the Colorado Local Government Law, the audited financial statements of the District for the Report Year including a statement of financial condition as of December 31 of the Report Year and the statement of operations for the Report Year.**

A copy of the District's audit for the year ending December 31, 2021 will be submitted upon completion.

**3. Unless disclosed within a District schedule to the financial statements, a summary of the capital expenditures incurred by the District in construction of public facilities in the Report Year, as well as any capital improvements or projects proposed to be undertaken in the five years following the Report Year.**

A. Capital Expenditures

The District's financial statements for the period ended June 30, 2022 are attached hereto in Exhibit A.

B. Capital Improvements Plans

In the five years following the Report Year, the District intends to provide for public improvements that serve the Mountain Brook development as permitted pursuant to the Service Plan and in accordance with City requirements and approvals. The District anticipates construction of an amenity center and installation of public landscaping improvements in particular.

**4. Unless disclosed within a separate schedule to the financial statements, a summary of the financial obligations of the District at the end of the Report Year, including the amount of outstanding indebtedness, the amount and terms of any new District indebtedness or long-term obligations issued in the Report Year, the amount of payment or retirement of existing indebtedness of the District in the Report Year, the total assessed valuation of all taxable properties within the District as of January 1 of the Report Year, and the current mill levy of the District pledged to debt retirement in the Report Year.**

A. Outstanding Indebtedness

As described above, on December 16, 2021, the District issued its Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup> in the principal amount of \$11,645,000 (the "Bonds"). The proceeds from the sale of the Bonds will be used for the purposes of financing or reimbursing a portion of the costs of acquiring, constructing, and/or installing certain public infrastructure to serve the Mountain Brook development, funding capitalized interest on the Bonds, funding certain Bonds funds, and paying costs incurred in connection with the issuance of the Bonds. The Bonds consist of \$2,905,000 in Term Bonds with interest at 4.500% maturing December 1, 2041, and \$8,740,000 in Term Bonds with interest at 4.750% maturing December 1, 2051. Interest is payable semi-annually on June 1 and December 1 commencing on June 1, 2022, to the extent of Pledged Revenue, as described below. The Bonds are subject to early redemption at the option of the District commencing December 1, 2026, with a redemption premium until December 1, 2029. The Bonds are limited tax general obligations of the District secured by and payable solely from the Pledged Revenue, consisting of moneys derived by the

District from the following sources: a required mill levy, the portion of specific ownership tax related to the required mill levy, and any other moneys determined by the District.

B. New Indebtedness or Long-Term Obligations

On December 16, 2021, the District issued the Bonds as described above.

C. Payment or Retirement on Existing Indebtedness

The District did not make payments on or retire indebtedness during the Report Year.

D. Total Assessed Valuation

\$357,569

E. Debt Service Mill Levy

The District did not impose a debt service mill levy in 2020 for collection in 2021 or in 2021 for collection in 2022.

**5. The District's budget for the calendar year in which the annual report is submitted.**

A copy of the District's 2022 Budget is attached hereto as Exhibit B.

**6. A summary of development that has occurred within the District for the Report Year.**

At the conclusion of the Report Year, the Developer had obtained necessary approvals from the City to advance development in the District and had undertaken site development therefor, including site planning and engineering. All of the property has been zoned and platted.

**7. A summary of all fees, charges, and assessments imposed by the District as of January 1 of the Report Year.**

As of the date of filing of this Annual Report, the District has not imposed any fees, charges, or assessments.

**8. Certification by the Board of Directors of the District that no action, event, or condition enumerated in Section 4.10.090 of the Longmont Municipal Code, as amended, has occurred in the Report Year.**

The Board certifies to the City that no action, event, or condition enumerated in Section 4.10.090 of the Longmont Municipal Code, as amended, occurred in the Report Year.

**9. The name, business address and telephone number of each member of the Board of Directors of the District and its chief administrative officer and general counsel, together with the date, place and time of the regular meetings of the Board.**

A. Board of Directors:

Kevin Mulshine, President  
Kenneth Spencer, Treasurer  
Conley Smith, Secretary

B. Manager

Special District Management Services, Inc.  
Peggy Ripko, District Manager  
141 Union Blvd., Suite 150  
Lakewood, CO 80228  
(303) 987-0835

C. General Counsel

Icenogle Seaver Pogue, P.C.  
Alan D. Pogue  
4725 S. Monaco St., Suite 360  
Denver, CO 80237  
(303) 292-9101

D. Meetings

Regular meetings are held on the fourth (4<sup>th</sup>) Monday of every even-numbered month at 9:00 a.m. at the office of 700 Ken Pratt Boulevard, Suite 113, Longmont, CO 80501 and via Zoom.

**10. Proposed Budget.**

The District's proposed budget for fiscal year 2023 is being developed and will be presented to the Board in draft form by October 15 in accordance with the Local Government Budget Law. The District will submit the proposed draft budget to the City when it is received by the Board.

**EXHIBIT A**

**Financial Statements  
June 30, 2022**

Mountain Brook Metropolitan District  
Financial Statements

June 30, 2022

ACCOUNTANT'S COMPILATION REPORT

Board of Directors  
Mountain Brook Metropolitan District Management is responsible for the accompanying financial statements of each major fund of Mountain Brook Metropolitan District, as of and for the period ended June 30, 2022, which are comprised of the Balance Sheet and the related Statement of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Governmental Funds and account groups for the six months then ended in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with the Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit the Statement of Net Position, Statement of Activities, Management Discussion and Analysis and all of the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the District's financial position and results of operations. Accordingly, the financial statements are not designed for those who are not informed about such matters.

We are not independent with respect to Mountain Brook Metropolitan District because we performed certain accounting services that impaired our independence.

*Simmons & Wheeler P.C.*

July 30, 2022  
Englewood, Colorado



Mountain Brook Metropolitan District  
Balance Sheet - Governmental Funds and Account Groups  
June 30, 2022

See Accountant's Compilation Report

	<u>General Fund</u>	<u>Capital Projects Fund</u>	<u>Debt Service Fund</u>	<u>Account Groups</u>	<u>Total All Funds</u>
<b>Assets</b>					
<b>Current assets</b>					
Cash in checking	\$ 32,615	\$ -	\$ -	\$ -	\$ 32,615
Trustee	-	8,389,343	2,434,595	-	10,823,938
Taxes Receivable	63	-	-	-	63
Due to/From Fund	-	52,222	-	-	52,222
Accounts receivable - developer	<u>18,965</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>18,965</u>
	<u>51,643</u>	<u>8,441,565</u>	<u>2,434,595</u>	<u>-</u>	<u>10,927,803</u>
<b>Other assets</b>					
Amount available in debt service fund	-	-	-	-	-
Amount to be provided for retirement of debt	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,645,000</u>	<u>11,645,000</u>
	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,645,000</u>	<u>11,645,000</u>
	<u>\$ 51,643</u>	<u>\$ 8,441,565</u>	<u>\$ 2,434,595</u>	<u>\$ 11,645,000</u>	<u>\$ 22,572,803</u>
<b>Liabilities and Equity</b>					
<b>Current liabilities</b>					
Accounts payable	\$ 12,928	\$ -	\$ -	\$ -	\$ 12,928
Due to/From Fund	38,715	-	13,507	-	52,222
Deferred taxes	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>51,643</u>	<u>-</u>	<u>13,507</u>	<u>-</u>	<u>65,150</u>
2021 Bonds	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,645,000</u>	<u>11,645,000</u>
Total liabilities	<u>51,643</u>	<u>-</u>	<u>13,507</u>	<u>11,645,000</u>	<u>11,710,150</u>
<b>Fund Equity</b>					
Fund balance (deficit)	<u>-</u>	<u>8,441,565</u>	<u>2,421,088</u>	<u>-</u>	<u>10,862,653</u>
	<u>-</u>	<u>8,441,565</u>	<u>2,421,088</u>	<u>-</u>	<u>10,862,653</u>
	<u>\$ 51,643</u>	<u>\$ 8,441,565</u>	<u>\$ 2,434,595</u>	<u>\$ 11,645,000</u>	<u>\$ 22,572,803</u>

Mountain Brook Metropolitan District  
Statement of Revenues, Expenditures and Changes in Fund Balance  
Governmental Funds  
Budget and Actual  
For the Six Months Ended June 30, 2022  
General Fund

See Accountant's Compilation Report

	<u>Annual Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
Revenues			
Property taxes	\$ 17,880	\$ 2,320	\$ (15,560)
Specific ownership taxes	894	377	(517)
Developer advance	49,176	18,927	(30,249)
Interest income	-	23	23
	<u>67,950</u>	<u>21,647</u>	<u>(46,303)</u>
Expenditures			
Accounting	12,000	3,598	8,402
Election	5,000	-	5,000
Insurance/SDA Dues	3,500	3,281	219
Legal	25,000	10,525	14,475
Miscellaneous	-	164	(164)
Management	10,000	4,044	5,956
Treasurer's Fees	268	35	233
Contingency	10,509	-	10,509
Emergency Reserve	1,673	-	1,673
	<u>67,950</u>	<u>21,647</u>	<u>46,303</u>
Excess (deficiency) of revenues over expenditures	-	-	-
Fund balance - beginning	<u>-</u>	<u>-</u>	<u>-</u>
Fund balance - ending	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Mountain Brook Metropolitan District  
Statement of Revenues, Expenditures and Changes in Fund Balance  
Governmental Funds  
Budget and Actual  
For the Six Months Ended June 30, 2022  
Capital Fund

See Accountant's Compilation Report

	<u>Annual Budget</u>	<u>Actual</u>	<u>Variance Favorable (Unfavorable)</u>
<b>Revenues</b>			
Interest income	\$ -	\$ 19,107	\$ 19,107
Bond Proceeds	90,000	-	(90,000)
Bond Proceeds subordinate	-	-	-
	<u>90,000</u>	<u>19,107</u>	<u>(70,893)</u>
<b>Expenditures</b>			
Transfer to Debt Svc	-	-	-
Capital Projects	9,000,000	128,107	8,871,893
	<u>9,000,000</u>	<u>128,107</u>	<u>8,871,893</u>
Excess (deficiency) of revenues over expenditures	(8,910,000)	(109,000)	8,801,000
Fund balance - beginning	<u>8,910,000</u>	<u>8,550,565</u>	<u>(359,435)</u>
Fund balance - ending	<u>\$ -</u>	<u>\$ 8,441,565</u>	<u>\$ 8,441,565</u>

Mountain Brook Metropolitan District  
Statement of Revenues, Expenditures and Changes in Fund Balance  
Governmental Funds  
Budget and Actual  
For the Six Months Ended June 30, 2022  
Debt Service Fund

See Accountant's Compilation Report

	Annual <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
Revenues			
Property taxes	\$ -	\$ -	\$ -
Specific ownership taxes	-	-	-
Interest income	-	5,792	5,792
	<u>-</u>	<u>5,792</u>	<u>5,792</u>
Expenditures			
Interest Expense	529,813	250,193	279,620
Treasurer's Fees	-	-	-
Trustee/Paying Agent Fees	4,500	6,000	(1,500)
	<u>534,313</u>	<u>256,193</u>	<u>278,120</u>
Excess (deficiency) of revenues over expenditures	(534,313)	(250,401)	283,912
Fund balance - beginning	<u>2,589,852</u>	<u>2,671,489</u>	<u>81,637</u>
Fund balance - ending	<u>\$ 2,055,539</u>	<u>\$ 2,421,088</u>	<u>\$ 365,549</u>

**EXHIBIT B**

**2022 Budget**

STATE OF COLORADO  
COUNTY OF BOULDER  
MOUNTAIN BROOK METROPOLITAN DISTRICT  
2022 BUDGET RESOLUTION

The Board of Directors of the Mountain Brook Metropolitan District, Boulder County, Colorado held a special meeting on Thursday November 11, 2021 at the hour of 3:00 P.M. at 700 Ken Pratt Blvd, Suite 113, Longmont, Colorado 80501 and via online meeting at <https://us02web.zoom.us/j/7601691090?pwd=R3B3cjMwdG5XeHlVNENwNU5MdDRDZz09> and via telephone at 1-669-900-6833, Meeting ID: 760 169 1090, Password: 488323.

The following members of the Board of Directors were present:

President:	Kevin Mulshine
Secretary:	Conley Smith
Treasurer:	Kenneth Spencer

Also present were:

Sydney Burnett & Mike Ryan- Piper Sandler  
Ken Guckenberger- KutakRock, LLP  
Alan Pogue- Icenogle Seaver Pogue, P.C.  
Diane Wheeler- Simmons & Wheeler  
Peggy Ripko, Special District Management Services

Ms. Peggy Ripko reported that proper notice was made to allow the Board of Directors of the Mountain Brook Metropolitan District to conduct a public hearing on the 2022 budget and, prior to the meeting, each of the directors had been notified of the date, time and place of this meeting and the purpose for which it was called. It was further reported that this meeting is a special meeting of the Board of Directors of the District and that a notice of special meeting was posted in the designated public place within the boundaries of the District no less than twenty-four hours prior to the holding of the meeting, and to the best of her knowledge, remains posted to the date of this meeting.

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

RESOLUTION

A RESOLUTION SUMMARIZING EXPENDITURES AND REVENUES FOR EACH FUND AND ADOPTING A BUDGET, APPROPRIATING SUMS OF MONEY TO EACH FUND IN THE AMOUNTS AND FOR THE PURPOSES SET FORTH HEREIN AND LEVYING GENERAL PROPERTY TAXES FOR THE YEAR 2022 TO HELP DEFRAY THE COSTS OF GOVERNMENT FOR THE MOUNTAIN BROOK METROPOLITAN DISTRICT, BOULDER COUNTY, COLORADO, FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY 2022 AND ENDING ON THE LAST DAY OF DECEMBER 2022.

WHEREAS, the Board of Directors (the "Board") of the Mountain Brook Metropolitan District (the "District") has authorized its treasurer and accountant to prepare and submit a proposed budget to said governing body at the proper time; and

WHEREAS, the proposed budget was submitted to the Board for its review and consideration on or before October 15, 2021; and

WHEREAS, the proposed budget is more than fifty thousand dollars (\$50,000.00), due and proper notice was published on Wednesday, November 10, 2021 in the *Longmont Daily Times*, indicating (i) the date and time of the hearing at which the adoption of the proposed budget will be considered; (ii) that the proposed budget is available for inspection by the public at a designated place; (iii) that any interested elector of the District may file any objections to the proposed budget at any time prior to the final adoption of the budget by the District; and (iv) if applicable, the amount of the District's increased property tax revenues resulting from a request to the Division of Local Government pursuant to §29-1-302(1), C.R.S.; and an original publisher's Affidavit of Publication is attached hereto as Exhibit A and incorporated herein by this reference; and

WHEREAS, the proposed budget was open for inspection by the public at the designated place; and

WHEREAS, a public hearing was held on Thursday, November 11, 2021 and interested electors were given the opportunity to file or register any objections to said proposed budget and any such objections were considered by the Board; and

WHEREAS, the budget being adopted by the Board has been prepared based on the best information available to the Board regarding the effects of § 29-1-301, C.R.S., and Article X, § 20 of the Colorado Constitution; and

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

WHEREAS, pursuant to § 29-1-113(1), C.R.S., the Board shall cause a certified copy of the budget, including the budget message and any resolutions adopting the budget, appropriating moneys and fixing the rate of any mill levy, to be filed with the Division of Local Government within thirty (30) days following the beginning of the fiscal year of the budget adopted; and

WHEREAS, pursuant to § 32-1-1201, C.R.S., the Board shall determine in each year the amount of money necessary to be raised by taxation, taking into consideration those items required by law, and shall certify the rate so fixed to the board of county commissioners of each county within the District or having a portion of its territory within the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MOUNTAIN BROOK METROPOLITAN DISTRICT, BOULDER COUNTY, COLORADO:

Section 1. Summary of 2022 Revenues and 2022 Expenditures. That the estimated revenues and expenditures for each fund for fiscal year 2022, as more specifically set forth in the budget attached hereto as Exhibit B and incorporated herein by this reference, are accepted and approved.

Section 2. Adoption of Budget. That the budget as submitted, and if amended, then as amended, and attached hereto as Exhibit B and is approved and adopted as the budget of the District for fiscal year 2022. In the event of recertification of values by the Boulder County Assessor's Office after the date of adoption hereof, staff is hereby directed to modify and/or adjust the budget and certification to reflect the recertification without the need for additional Board authorization.

Section 3. Appropriations. That the amounts set forth as expenditures and balances remaining, as specifically allocated in the budget attached, are hereby appropriated from the revenue of each fund, to each fund, for the purposes stated and no other.

Section 4. Budget Certification. That the budget shall be certified by Conley Smith, Secretary of the District, and made a part of the public records of the District and a certified copy of the approved and adopted budget shall be filed with the Division of Local Government.

Section 5. 2022 Levy of General Property Taxes. That the attached budget indicates that the amount of money from general property taxes necessary to balance the budget for the General Fund for operating expenses is \$62,250 and that the 2021 valuation for assessment, as certified by the Boulder County Assessor, is \$1,393,500. That for the purposes of meeting all general operating expenses of the District during the 2022 budget year, there is hereby levied a tax of 10.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District for the year 2022.

Section 6. 2022 Levy of Debt Retirement Expenses. That the attached budget indicates that the amount of money from general property taxes necessary to balance the budget for the Debt Service Fund for debt retirement expense is \$534,415 and that the 2021 valuation for assessment, as certified by the Boulder County Assessor, is \$1,393,500. That for the purposes of



meeting all debt retirement expenses of the District during the 2022 budget year, there is hereby levied a tax of 60.00 mills upon each dollar of the total valuation of assessment of all taxable property within the District for the year 2022.

Section 7. 2022 Levy of Capital Projects Fund. That the attached budget indicates that the amount of money from general property taxes necessary to balance the budget for the Capital Projects Fund for debt retirement expense is \$9,001,599 and that the 2021 valuation for assessment, as certified by the Boulder County Assessor, is \$1,393,500. That for the purposes of meeting all Capital Projects Fund of the District during the 2022 budget year, there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District for the year 2022.


Section 8. Certification to County Commissioners. That the Secretary of the District is hereby authorized and directed to immediately certify to the Board of County Commissioners of Boulder County, the mill levy for the District hereinabove determined and set. That said certification shall be in substantially the following form attached hereto as Exhibit C and incorporated herein by this reference.

**[The remainder of this page is intentionally left blank.]**


The foregoing Resolution was seconded by Director Smith.

RESOLUTION APPROVED AND ADOPTED THIS 11TH DAY OF NOVEMBER 2021.

MOUNTAIN BROOK METROPOLITAN DISTRICT

By:   
Kevin Mulshine  
Its: President

ATTEST

  
By: Conley Smith  
Its: Secretary

STATE OF COLORADO  
COUNTY OF BOULDER  
MOUNTAIN BROOK METROPOLITAN DISTRICT

I, Conley Smith, hereby certify that I am a director and the duly elected and qualified Secretary of the Mountain Brook Metropolitan District, and that the foregoing constitutes a true and correct copy of the record of proceedings of the Board of Directors of the District, adopted at a special meeting of the Board of Directors of the Mountain Brook Metropolitan District held on November 11, 2021, at 700 Ken Pratt Blvd, Suite 113, Longmont, Colorado 80501 and via online meeting at <https://us02web.zoom.us/j/7601691090?pwd=R3B3cjMwdG5XeHlVNENwNU5MdDRDZz09> and via telephone at 1-669-900-6833, Meeting ID: 760 169 1090, Password: 488323, as recorded in the official record of the proceedings of the District, insofar as said proceedings relate to the budget hearing for fiscal year 2022; that said proceedings were duly had and taken; that the meeting was duly held; and that the persons were present at the meeting as therein shown.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the official seal of the District this 11<sup>th</sup> day of November 2021.

  
\_\_\_\_\_  
Conley Smith, Secretary

**EXHIBIT A**

**Affidavit of Publication  
Notice as to Proposed 2022 Budget**

NOTICE CONCERNING 2021 BUDGET AMENDMENTS  
AND PROPOSED 2022 BUDGET

MOUNTAIN BROOK METROPOLITAN DISTRICT

NOTICE IS HEREBY GIVEN to all interested parties that the necessity has arisen to amend the Mountain Brook Metropolitan District (the "Districts") 2021 Budget and that proposed 2022 Budget have been submitted to the respective Board of Directors of the Districts (the "Boards"); and that copies of the proposed Amended 2021 Budget and 2022 Budget have been filed at the Districts' offices, 141 Union Boulevard, Suite 150, Lakewood, Colorado, where the same is open for public inspection; and that adoption of Resolutions Amending the 2021 Budget and Adopting the 2022 Budget will be considered at a public hearing of the Boards to be held on Monday, October 25, 2021, at 9:00 a.m. Due to concerns regarding the spread of the Coronavirus (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 Zoom Meeting and can be joined through the directions below:

https://us02web.zoom.us/j/83344285827?pwd=MXJTY0ZPdElkY2h4L3UxU2pCRldOdz09  
Meeting ID: 833 4428 5827  
Passcode: 956785

Any elector within the Districts may, at any time prior to the final adoption of the Resolutions to Amend the 2021 Budget and adopt the 2022 Budget, inspect and file or register any objections thereto.

MOUNTAIN BROOK METROPOLITAN DISTRICT  
By: /s/ Peggy Ripko  
District Manager

Published: Longmont Times Call October 8, 2021-1838145

Prairie Mountain Media, LLC

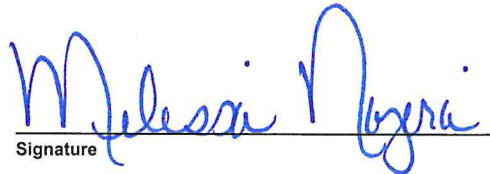
PUBLISHER'S AFFIDAVIT

County of Boulder  
State of Colorado

The undersigned, Melissa Najera, being first duly sworn under oath, states and affirms as follows:

1. He/she is the legal Advertising Reviewer of Prairie Mountain Media LLC, publisher of the *Longmont Times Call*.
2. The *Longmont Times Call* is a newspaper of general circulation that has been published continuously and without interruption for at least fifty-two weeks in Boulder County and meets the legal requisites for a legal newspaper under Colo. Rev. Stat. 24-70-103.
3. The notice that is attached hereto is a true copy, published in the *Longmont Times Call* in Boulder County on the following date(s):

Oct 8, 2021

  
Signature

Subscribed and sworn to me before me this  
8<sup>th</sup> day of OCTOBER 2021

  
Notary Public

(SEAL)

SHAYLA NAJERA  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20174031965  
MY COMMISSION EXPIRES July 31, 2025

Account: 1102677  
Ad Number: 1838145  
Fee: \$32.77

**EXHIBIT B**

**Budget Document  
Budget Message**

**MOUNTAIN BROOK METROPOLITAN DISTRICT**  
**2022**  
**BUDGET MESSAGE**

Attached please find a copy of the adopted 2022 budget for Mountain Brook Metropolitan District.

The Mountain Brook Metropolitan District has adopted budgets for three funds, a General Fund to provide for operating and maintenance expenditures; a Capital Projects Fund to provide for the regional improvements that are to be built for the benefit of the District and a Debt Service Fund to account for the repayment of principal and interest on the outstanding general obligation bonds.

The district's accountants have utilized the modified accrual basis of accounting and the budget has been adopted after proper postings, publications and public hearing.

The primary source of revenue for the district in 2022 will be property taxes and developer advances. The district intends to impose a 50.000 mill levy on property within the district for 2022, all will be dedicated to the General Fund.

**Mountain Brook Metropolitan District**  
**Adopted Budget**  
**General Fund**  
**For the Year ended December 31, 2022**

	Actual <u>2020</u>	Adopted Budget <u>2021</u>	Actual <u>6/30/2021</u>	Estimate <u>2021</u>	Adopted Budget <u>2022</u>
Beginning fund balance	\$ -	\$ -	\$ -	\$ -	\$ -
Revenues:					
Property taxes	-	8,437	1	8,437	17,880
Specific ownership taxes	-	422	194	600	894
Developer advances	-	41,141	4,535	34,590	49,176
	<u>-</u>	<u>41,141</u>	<u>4,535</u>	<u>34,590</u>	<u>49,176</u>
Total revenues	<u>-</u>	<u>50,000</u>	<u>4,730</u>	<u>43,627</u>	<u>67,950</u>
Total funds available	<u>-</u>	<u>50,000</u>	<u>4,730</u>	<u>43,627</u>	<u>67,950</u>
Expenditures:					
Audit/Accounting	-	5,000	1,816	5,000	12,000
Election	-	-	-	-	5,000
Insurance/ SDA Dues	-	3,500	-	3,500	3,500
Legal	-	25,000	1,283	25,000	25,000
Management	-	10,000	1,581	10,000	10,000
Treasurer's Fees	-	127	-	127	268
Contingency	-	5,064	-	-	10,509
Emergency Reserve	-	1,309	-	-	1,673
	<u>-</u>	<u>1,309</u>	<u>-</u>	<u>-</u>	<u>1,673</u>
Total expenditures	<u>-</u>	<u>50,000</u>	<u>4,680</u>	<u>43,627</u>	<u>67,950</u>
Ending fund balance	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 50</u>	<u>\$ -</u>	<u>\$ -</u>
Assessed valuation		<u>\$ 168,739</u>			<u>\$ 357,596</u>
Mill Levy		<u>50.000</u>			<u>50.000</u>



**Mountain Brook Metropolitan District**  
**Adopted Budget**  
**Capital Projects Fund**  
**For the Year ended December 31, 2022**

	Actual <u>2020</u>	Adopted Budget <u>2021</u>	Actual <u>6/30/2021</u>	Estimate <u>2021</u>	Adopted Budget <u>2022</u>
Beginning fund balance	\$ -	\$ -	\$ -	\$ -	\$ 8,910,000
Revenues:					
Bond Proceeds	-	-	-	12,110,000	90,000
Total revenues	-	-	-	12,110,000	90,000
Total funds available	-	-	-	12,110,000	9,000,000
Expenditures:					
Issuance costs	-	-	-	493,799	-
Capital expenditures	-	-	-	-	9,000,000
Transfer to Debt Service	-	-	-	2,706,201	-
Total expenditures	-	-	-	3,200,000	9,000,000
Ending fund balance	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,910,000</u>	<u>\$ -</u>

**Mountain Brook Metropolitan District**  
**Adopted Budget**  
**Debt Service Fund**  
**For the Year ended December 31, 2022**

	Actual <u>2020</u>	Adopted Budget <u>2021</u>	Actual <u>6/30/2021</u>	Estimate <u>2021</u>	Adopted Budget <u>2022</u>
Beginning fund balance	\$ -	\$ -	\$ -	\$ -	\$ 2,589,852
Revenues:					
Transfer from Capital Projects	-	-	-	2,706,201	-
Interest Income	-	-	-	-	-
Total revenues	-	-	-	2,706,201	-
Total funds available	-	-	-	2,706,201	2,589,852
Expenditures:					
Bond interest expense	-	-	-	111,849	529,813
Trustee / paying agent fees	-	-	-	4,500	4,500
Total expenditures	-	-	-	116,349	534,313
Ending fund balance	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,589,852</u>	<u>\$ 2,055,539</u>
Assessed valuation		<u>\$ 168,739</u>			<u>\$ 357,596</u>
Mill Levy		<u>0.000</u>			<u>0.000</u>
Total Mill Levy		<u>50.000</u>			<u>50.000</u>

**EXHIBIT C**

**Certification of Tax Levy**

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

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

On behalf of the Mountain Brook Metropolitan District,  
(taxing entity)<sup>A</sup>

the Board of Directors,  
(governing body)<sup>B</sup>

of the Mountain Brook Metropolitan District,  
(local government)<sup>C</sup>

**Hereby** officially certifies the following mills to be levied against the taxing entity's GROSS \$ 357,596 assessed valuation of: (GROSS<sup>D</sup> assessed valuation, Line 2 of the Certification of Valuation Form DLG 57<sup>E</sup>)

**Note:** If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area<sup>F</sup> the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 357,596 (NET<sup>G</sup> assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)  
**USE VALUE FROM FINAL CERTIFICATION OF VALUATION PROVIDED BY ASSESSOR NO LATER THAN DECEMBER 10**

**Submitted:** 12/15/21 for budget/fiscal year 2022.  
(not later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE (see end notes for definitions and examples)	LEVY <sup>2</sup>	REVENUE <sup>2</sup>
1. General Operating Expenses <sup>H</sup>	<u>50.000</u> mills	\$ <u>17,880</u>
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction <sup>I</sup>	< > mills	\$ < >
<b>SUBTOTAL FOR GENERAL OPERATING:</b>	<b>50.000</b> mills	<b>\$ 17,880</b>
3. General Obligation Bonds and Interest <sup>J</sup>	_____ mills	\$ _____
4. Contractual Obligations <sup>K</sup>	_____ mills	\$ _____
5. Capital Expenditures <sup>L</sup>	_____ mills	\$ _____
6. Refunds/Abatements <sup>M</sup>	_____ mills	\$ _____
7. Other <sup>N</sup> (specify): _____	_____ mills	\$ _____
_____	_____ mills	\$ _____
<b>TOTAL:</b> [ Sum of General Operating Subtotal and Lines 3 to 7 ]	<b>50.000</b> mills	<b>\$ 17,880</b>

Contact person: (print) Diane K Wheeler Daytime phone: (303) 689-0833  
Signed: Diane K Wheeler Title: District Accountant

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

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

**CERTIFICATION OF TAX LEVIES, continued**

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

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

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

1. Purpose of Issue: \_\_\_\_\_  
Series: \_\_\_\_\_  
Date of Issue: \_\_\_\_\_  
Coupon Rate: \_\_\_\_\_  
Maturity Date: \_\_\_\_\_  
Levy: \_\_\_\_\_  
Revenue: \_\_\_\_\_
  
2. Purpose of Issue: \_\_\_\_\_  
Series: \_\_\_\_\_  
Date of Issue: \_\_\_\_\_  
Coupon Rate: \_\_\_\_\_  
Maturity Date: \_\_\_\_\_  
Levy: \_\_\_\_\_  
Revenue: \_\_\_\_\_

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

3. Purpose of Contract: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_  
Principal Amount: \_\_\_\_\_  
Maturity Date: \_\_\_\_\_  
Levy: \_\_\_\_\_  
Revenue: \_\_\_\_\_
  
4. Purpose of Contract: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_  
Principal Amount: \_\_\_\_\_  
Maturity Date: \_\_\_\_\_  
Levy: \_\_\_\_\_  
Revenue: \_\_\_\_\_

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Mountain Brook Metropolitan District of Boulder County, Colorado on this 11th day November 2021.

  
\_\_\_\_\_

Conley Smith, Secretary

S E A L