

**THIRD AMENDED AND RESTATED
JOINT RESOLUTION CONCERNING IMPOSITION OF DISTRICT
DEVELOPMENT, WORKING CAPITAL, AND RECREATION FEES**

WHEREAS, pursuant to an order of District Court of Arapahoe County, Colorado, Murphy Creek Metropolitan District Nos. 1-4 (collectively, the "Districts") have been duly and validly created as metropolitan districts in accordance with all applicable law; and

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

WHEREAS, the Districts' Consolidated Service Plan ("Service Plan") similarly empowers the imposition of such fees and rates for services and facilities provided by the Districts; and

WHEREAS, on or about September 20, 2000, the Districts adopted a Joint Resolution Concerning the Imposition of District Development, Working Capital and Recreation (the "Fee Resolution"), as amended by the Districts from time to time since adoption of the Fee Resolution; and

WHEREAS, subsequent to the September 2000 Fee Resolution, District No. 4 was dissolved and thereafter re-organized under a Service Plan dated August 22, 2005, as approved by the City of Aurora; and

WHEREAS, all property within the boundaries of District No. 4, as the same may be amended from time to time in the future, shall be subject to this Resolution; and

WHEREAS, the Districts desire to further amend and restate the Fee Resolution in its entirety as herein set forth below (the "Amended and Restated Fee Resolution").

NOW, THEREFORE, be it resolved by the Boards of Directors of the Districts that the Amended and Restated Resolution shall be stated as follows:

1. As of the date set forth in the Fee Resolution, Murphy Creek Metropolitan District Nos. 1-4 shall authorize imposition of all fees and charges established hereunder against all property within their boundaries.
2. A one-time "Development Fee" is hereby established for each dwelling unit to be constructed within the Districts. All single-family attached or detached residences and each multi-family residence shall be considered "dwelling units" under this Resolution. The Development Fee shall be established for all single-family residences in the amount of two thousand nine hundred dollars (\$2,900). A "single family residence" shall be defined as a single lot in a detached home, the plat for which details less than six dwelling units per acre. Each type I town home or patio home shall pay seventy five percent (75%) of the single family residence rate and a "type I town home or patio home" shall be defined as cluster housing, the plat for which details between six

point one to ten dwelling units per acre; each type II town home shall pay fifty percent (50%) of the single family residence rate and a "type II town home" shall be defined as those dwelling units platted for between ten point one to fifteen units per acre; and, each apartment or other multi-family residence not otherwise enumerated shall pay twenty five percent (25%) of the single family rate. "Apartment or other multi-family residence not otherwise enumerated" shall include all platted property for which fifteen or more dwelling units are planned per acre. Such Development Fee rate shall be automatically increased by five percent (5%) on January 1 of each year commencing in 2001 until no dwelling units remain to be constructed within the Districts.

3. All Development Fees shall be due not later than the date a building permit is obtained by the owner of any portion of the property within the Districts upon which a dwelling unit may be constructed. All single-family attached or detached residences and each multi-family residence shall be considered "dwelling units" hereunder. The amount of each Development Fee due hereunder shall be at the rate in effect at the time of such payment.

4. A Recreation Fee of forty dollars (\$40) per month per completed dwelling unit within the Districts is hereby established for the costs associated with the construction, operation and maintenance of District facilities built within the boundaries of the Districts and for other costs associated with the recreation, landscape, and common areas of the Districts. In the event that other legally available revenues are not sufficient for the budgeted general fund appropriation requirements, it is the Districts' intent to increase the Recreation Fee in an amount as necessary for such appropriation. Said fee will be collected on any completed dwelling unit commencing with the first full calendar month after the month in which a certificate of occupancy is issued by the City of Aurora for such completed dwelling unit or equivalent unit. A dwelling unit shall be "completed" as of the date said certificate of occupancy is issued. Recreation Fees shall be billed at the discretion of the Districts and shall be due and owing to Murphy Creek Metropolitan District Nos. 1-4 based upon such billing. Pursuant to § 29-1-1102(3) C.R.S., a late fee of fifteen dollars (\$15) per month will be assessed for all Recreation Fees on the fifteenth (15) day following the due date. Interest will also accrue on the outstanding Recreation Fees due, exclusive of the fifteen dollar (\$15) late fee, at a rate of eighteen percent (18%) per annum pursuant to §29-1-1102(7), C.R.S.

5. With respect to the foregoing Development Fee as the same relates to commercial property within the boundaries of the Murphy Creek Metropolitan District Nos. 1-4, the boards find that commercial property within Murphy Creek Metropolitan District Nos. 1-4 consists of 172.92 acres upon which 833.99 residential equivalent density units could be constructed. The Development Fee set forth above shall be applied to said density units for the commercial parcel on the basis of 1 residential equivalent density unit per every 1,265 square feet of commercial property. If any commercial parcel shall be developed for single-family or multi-family residences, the fees set forth above for residential property shall apply as fully set forth therein.

6. All fees contemplated herein shall, until paid, constitute a perpetual lien on and against the property served or to be served by any improvements provided by the Districts or to be provided by the Districts within a reasonable time. All such liens shall be in a senior position as against all other liens of record affecting the property served or benefited, or to be served or benefited by improvements of the Districts.

7. The Districts may enter into agreements for the prepayment of Development Fees in order to permit property owners to avoid scheduled increases in the Development Fee rate per dwelling unit. The rate for such prepaid Development Fees shall be the rate of the then-current Development Fee at the time of prepayment rather than the rate in effect at the time a building permit is obtained for the dwelling unit to which such prepaid Development Fee shall be allocated.

8. The District Manager will routinely collect all Recreation Fees due and owing to Murphy Creek Metropolitan District Nos. 1-4. Such collection may be on a monthly, quarterly or annual billing plan as determined by the Districts and District Manager from time to time.

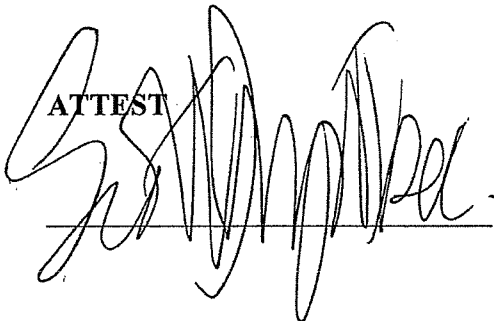
9. In the event any Recreation Fee or other fee imposed by the Districts to fund operations and maintenance expenses remains unpaid, said fee will be collected by the Districts in accordance with the terms of the "Joint Collections Resolution of Murphy Creek Metropolitan District Nos. 1-4" which was adopted and approved by the Districts on November 27, 2007.

10. Invalidation of any of the provisions of this Resolution or of any paragraph, sentence, clause, phrase, or word herein, or the application thereof in any given circumstance, shall not affect the validity of any other provision of this Resolution.

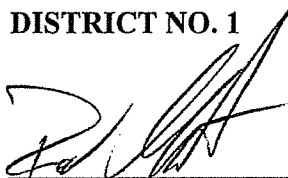
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ADOPTED AND APPROVED this 16th day of January 2008.

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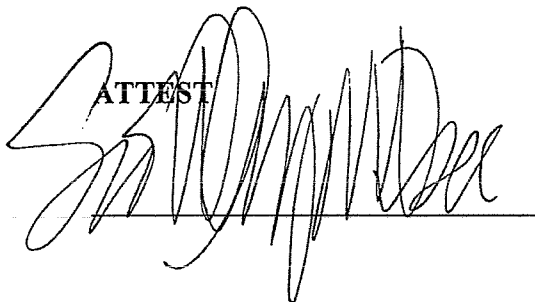


**MURPHY CREEK METROPOLITAN
DISTRICT NO. 1**

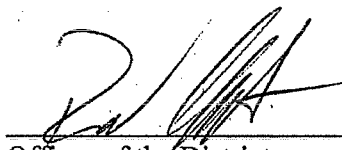


Officer of the District

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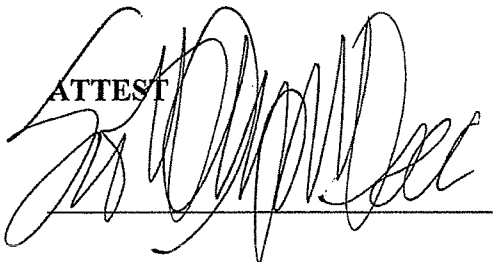


**MURPHY CREEK METROPOLITAN
DISTRICT NO. 2**



Officer of the District

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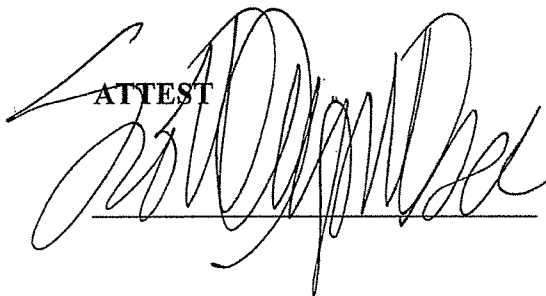


**MURPHY CREEK METROPOLITAN
DISTRICT NO. 3**

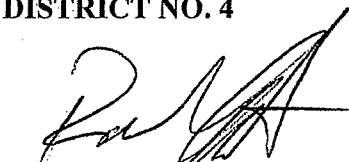


Officer of the District

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**MURPHY CREEK METROPOLITAN
DISTRICT NO. 4**



Officer of the District

**JOINT COLLECTIONS RESOLUTION OF
MURPHY CREEK METROPOLITAN DISTRICT NOS. 1-4**

WHEREAS, pursuant to orders and decree of the District Court of Arapahoe County, Colorado, the Murphy Creek Metropolitan District Nos. 1-4 (collectively the "Districts") were duly and validly organized as special districts in accordance with all applicable laws of the State of Colorado; and

WHEREAS, pursuant to § 32-1-1001(1)(j)(I), C.R.S., the Boards of Directors (collectively the "Boards") of the Districts are authorized to fix and from time to time increase or decrease, fees, rates, tolls, penalties, or charges for services, programs, or facilities furnished by the Districts to properties within the Districts' boundaries (individually the "Property"); and

WHEREAS, such fees, when unpaid, shall constitute a perpetual lien on and against the Property; and

WHEREAS, by this Resolution (the "Resolution"), the Districts desire to set forth policies and procedures for the collections of fees imposed by the Districts related to operations and maintenance (the "Fees and Charges"); and

WHEREAS, this resolution shall not control the collection of fees, rates, tolls, penalties, or charges related to costs for capital improvements.

NOW, THEREFORE, it is hereby resolved by the Boards as follows:

1. Lien Filing Policies and Procedures:

a. ***Perpetual Lien.*** Pursuant to § 32-1-1001(1)(j)(I), C.R.S., all Fees and Charges, until paid, shall constitute a perpetual lien on and against the Property to be served by the Districts. All such liens shall to the fullest extent permitted by law, have priority over all other liens of record affecting the Property and shall run with the Property and remain in effect until paid in full. All liens contemplated herein may be foreclosed as authorized by law at such time as the Districts in their sole discretion may determine. Notwithstanding the foregoing, the lien policies and procedures set forth in this Resolution shall be implemented in order to ensure an orderly and fair execution of the lien filing and collections process.

b. ***Districts' Manager Procedures.*** The Districts' Manager (the "Manager") shall be responsible for collecting Fees and Charges imposed by the Districts against the Property. In the event payment of Fees and Charges is delinquent, the Manager shall perform the procedures listed below. The Fees and Charges are considered delinquent when they have not been paid by their corresponding due date (the "Delinquent Account"):

i. ***Fifteen (15) Calendar Days Past Due:*** A delinquent payment "Reminder Letter" shall be sent to the address of the last known owner of the Property according to the Manager's records. In the event the above mailing is returned as undeliverable, the Manager shall send a second copy of the Reminder Letter to: (1) the Property; and (2) the address of the last known owner of the Property as found in the real property records of the Arapahoe County Clerk and Recorder

(collectively the "Property Address"). Said Reminder Letter shall: (1) request prompt payment; (2) notify the Property owner that a Reminder Letter Fee and a Late Fee in the amounts set forth in Section 4 and Section 2 of this Resolution respectively have been assessed; and (3) reference the url address for the summary of this resolution displayed on the Districts' webpage.

ii. *On the Fifteenth (15) Calendar Day of the Month Following the Scheduled Due Date for the Payment:* A "Warning Letter" shall be sent to the Property Address: (1) requesting prompt payment; (2) warning of further legal action should the Property owner fail to pay the total amount owing; and (3) referencing the url address for the summary of this resolution displayed on the Districts' website. Along with the Warning Letter, a copy of the most recent account ledger reflecting the total amount due and owing to the Districts according to the records of the Manager shall also be sent.

iii. *First (1) Calendar Day of the Month Following the Postmark Date of the Warning Letter:* Once the total amount owing on the Property, inclusive of Late Fees, Interest, and Costs of Collections as defined below, has exceeded One Hundred Twenty Dollars (\$120.00) and the Manager has performed its duties outlined in Section 1(b) of this Resolution, the Manager shall refer the Delinquent Account to the District's General Counsel (the "General Counsel"). However, if the amount owing on the Delinquent Account is less than One Hundred Twenty Dollars (\$120.00) then the Manager shall continue to monitor the Delinquent Account until the amount owing on such account is One Hundred Twenty Dollars (\$120.00) or greater, at which point the Delinquent Account shall be referred to General Counsel. At the time of such referral, the Manager shall provide General Counsel with copies of all notices and letters sent pursuant to Section 1(b) as well as a copy of the most recent ledger for the Delinquent Account.

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

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

ii. *No Earlier Than Thirty (30) Calendar Days from the Date of the Demand Letter:* A Notice of Intent to File Lien Statement, along with a copy of the lien to be filed, shall be sent to the Property Address of the Delinquent Account notifying the Property owner that a lien will be filed within Thirty (30) days of the Notice of Intent to File Lien Statement postmark date.

iii. *No Earlier Than Ten (10) Calendar Days from the Postmark Date of the Notice of Intent to File Lien Statement:* A lien for the total amount owing as of

the date of the lien shall be recorded against the Property with the County Clerk and Recorder's Office; all Fees and Charges, Late Fees, Interest, and Costs of Collection (as defined below) will continue to accrue on the Delinquent Account and will run with the Property until the total amount due and owing the Districts is paid in full.

2. Late Fees:

a. "Late Fees" are assessed on the Property for failure to make timely payments of Fees and Charges. The following policies apply consistently and uniformly, regardless of whether the Fees and Charges are assessed on a one-time, monthly, quarterly, semi-annual, annual, or any other basis.

b. The Manager shall assess the Late Fee on the Property **Fifteen (15) calendar days from the payment due date**. Pursuant to § 29-1-1102, C.R.S., such Late Fee shall be charged by either of the following two methods, whichever is greater:

i. One Late Fee of Fifteen Dollars (\$15.00) will be assessed on the Property per each assessment of Fees and Charges not fully paid prior to the Fifteenth (15) calendar day following the payment due date; or

ii. In lieu of Section 2(b)(i) above, a Late Fee of Five Percent (5%) per month, commencing on the Fifteenth (15) calendar day following the payment due date, and each month thereafter, will be charged on unpaid Fees and Charges until the Late Fee equals Twenty Five Percent (25%) of all outstanding Fees and Charges.

Example:

January 1 Fee (unpaid)	- \$100
5% Late Fee (January 15)	- \$5
February 1 Fee (unpaid)	- \$100
<u>5% Late Fee (February 15)</u>	<u>- \$10</u>
(Net Balance)	- \$215

Such charges shall continue each month until such time as the total amount of Late Fees equals 25% of the total unpaid Fees and Charges

c. Partial payment of any outstanding Fees and Charges will not prevent the imposition of Late Fees pursuant to this Section 2.

Example:

January 1 Fee	- \$100
Partial Payment on January 5	\$90
<u>Late Fee (January 15)</u>	<u>- \$15</u>
(Net Balance)	- \$25

d. Payments received shall be applied to the balance due in the following order of priority: (1) Late Fees; (2) Interest; (3) Costs of Collections; (4) the earliest imposed and unpaid Fees and Charges; (5) any successive unpaid Fees and Charges in chronological order from the earliest unpaid Fees and Charges to the most recently imposed Fees and Charges.

Example A:

January 1 Fee (unpaid)	- \$100
Jan. Pmt. Late Fee (January 15)	- \$15
February 1 Fee (unpaid)	- \$100
Feb. Pmt. Late Fee (February 15)	- \$15
March 1 Fee (unpaid)	- \$100
<u>Payment on March 10</u>	<u>\$280</u>

(Net Balance - \$50)
 - *Late Fees Balance* = \$0
 - *Fees and Charges Balance* = - \$50

Example B:

January 1 Fee (unpaid) - \$100
 Jan. Pmt. Late Fee (January 15) . . . - \$15
 February 1 Fee - \$100
 Payment on February 10 \$150
Feb. Pmt. Late Fee (February 15) . . - \$15
 (Net Balance - \$80)
 - *Late Fees Balance* = - \$15
 - *Fees and Charges Balance* = - \$65

Feb. 10 Pmt is applied in the following order: (1) Jan. 15 Late Fee; (2) Jan. 1 Fee; and (3) to the February Fee

e. No penalty shall be assessed on the Property for a credit balance resulting from the prepayment and/or overpayment of Fees and Charges. Such credit balances shall be carried forward on the account with all subsequent Fees and Charges being deducted until such time as the credit balance is depleted. A Property carrying a credit balance shall be assessed Late Fees as provided herein at such time as the credit balance is insufficient to pay the entire amount of Fees and Charges due and owing the Districts.

Example:

January 1 Fee - \$100
 Payment on January 2 \$350
 February 1 Fee - \$100
 March 1 Fee - \$100 (balance = \$50)
 April 1 Fee - \$100
Late Fee (April 15) - \$15
 (Net Balance - \$65)

3. Interest:

“Interest” charges accrue and shall be charged on all delinquent Fees and Charges, but shall not accrue and be charged on penalties (i.e. Late Fees, Interest, and Costs of Collections), at the maximum statutory rate of Eighteen Percent (18%) per annum.

4. Costs of Collections:

“Costs of Collections” are generated through the Manager and General Counsel’s collection efforts. They consist of the following fixed rates and hourly fees and costs:

i. *Action Fees.* The following fixed rate fees shall be charged to a Delinquent Account once the corresponding action has been taken by either the Manager or General Counsel:

- *Reminder Letter Fee:* Ten Dollars (\$10.00) per Reminder Letter. This action is performed by the Manager.

- *Warning Letter Fee:* Ten Dollars (\$10.00) per Warning Letter sent. This action is performed by the Manager.

- *Attorney Transfer Fee:* Thirty Dollars (\$30.00) per Delinquent Account transferred from the Manager to General Counsel. This action is performed by the Manager.

- *Demand Letter Fee*: Sixty Dollars (\$60.00) per Demand Letter sent. This action is performed by General Counsel.

- *Notice of Intent to File Lien Fee*: One Hundred Twenty Dollars (\$120.00) per Notice of Intent to File Lien Statement sent. This action is performed by General Counsel.

- *Lien Recording Fee*: One Hundred Fifty Dollars (\$150.00) per each lien recorded on the Property. This action is performed by General Counsel.

- *Lien Release Fee*: One Hundred Fifty Dollars (\$150.00) per lien that is released. This action is performed by General Counsel.

- *Account Payoff Fee*: Fifty Dollars (\$50.00) per lien that is paid and released. In the event that said payment is made in conjunction with the conveyance of the property to a new owner, this fee will not be imposed. This action is performed by the Manager.

ii. *Attorney Hourly Fees and Costs*. After a lien has been filed, all hourly fees and costs generated by General Counsel to collect unpaid Fees and Charges shall also be assessed to the Delinquent Account.

iii. *Recovery of Costs of Collections*. In accordance with § 29-1-1102(8), C.R.S., nothing in this Resolution shall be construed to prohibit the Districts from recovering all the Costs of Collections whether or not outlined above.

5. Waiver of Late Fees, Interest, and Costs of Collections:

a. The Manager and General Counsel shall each have authority and discretion to waive or reduce portions of the Delinquent Account attributable to Late Fees and Interest. Such action shall be permitted if either the Manager or General Counsel, in its discretion, determines that such waiver or reduction will facilitate the payment of Fees and Charges. Notwithstanding, if the cumulative amount due and owing the Districts on the Delinquent Account exceeds One Thousand Dollars (\$1,000.00), neither the Manager nor General Counsel shall have any authority to waive or reduce any portion of the Late Fees or Interest. In such case, the person or entity owing in excess of One Thousand Dollars (\$1,000.00) shall first submit a request, in writing, to the Boards, and the Boards shall make the determination in their sole discretion.

b. Neither the Manager nor General Counsel shall have the authority to waive any portion of delinquent Fees and Charges or Costs of Collections. Should the Property owner desire a waiver of such Fees and Charges s/he shall submit a written request to the Boards and the Boards shall make the determination in their sole discretion.

c. Any waiver or reduction of Late Fees or Interest granted pursuant to Sections 5(a-b) hereof shall not be construed as a waiver or reduction of future Late Fees and Interest, or as the promise to waive or reduce future Late Fees or Interest. Nor shall any such waiver or reduction be deemed to bind, limit, or direct the future decision making power of the Boards, Manager, or General Counsel, whether related to the Property in

question or other properties within the Districts.

6. Payment Plans:

Neither the Manager nor General Counsel shall have the authority to enter into or establish payment plans for the repayment of a Delinquent Account. Should the Property owner desire to enter into a payment plan with the Districts, s/he shall first submit a written request to the Boards and the Boards shall make the determination in their sole discretion.

7. Ratification of Past Actions:

All waivers and payment plans heretofore undertaken by the Manager or General Counsel that would otherwise have been authorized by this Resolution are hereby affirmed, ratified, and made effective as of the date said actions occurred.

8. Additional Actions:

The Boards direct their officers, staff and consultants to take such additional actions and execute such additional documents as are necessary to give full effect to the intention of the orders of this Resolution.

9. Colorado and Federal Fair Debt Collections Acts:

To the extent required by law, the Manager, General Counsel, and the Boards shall comply with both the Colorado Fair Debt Collection Practices Act and the Federal Fair Debt Collection Practices Act.

10. Supersedes Prior Resolutions:

To the extent that any term or provision in this Resolution conflicts with any term or provision in a previously enacted and valid resolution of the Districts imposing Fees and Charges, the term or provision in this Resolution shall prevail.

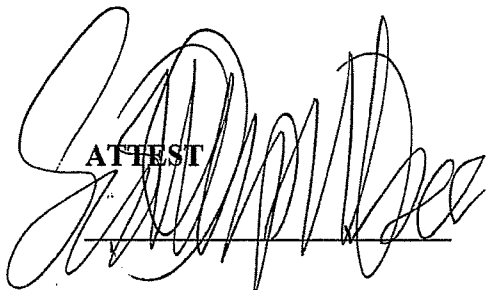
11. Severability:

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

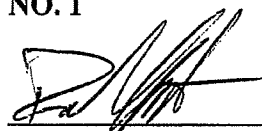
12. Savings Provision:

The failure to comply with the procedures set forth herein shall not affect the status of the Fees and Charges as a perpetual lien subject to foreclosure in accordance with law. Failure by the Manager, General Counsel, or other authorized representative to take any action in accordance with the requirements as specifically provided herein shall not invalidate subsequent efforts to collect the Fees and Charges.

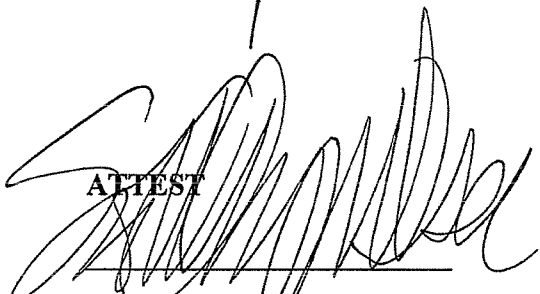
ADOPTED AND APPROVED this 27th day of November 2007.

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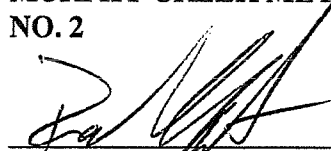
**MURPHY CREEK METROPOLITAN DISTRICT
NO. 1**



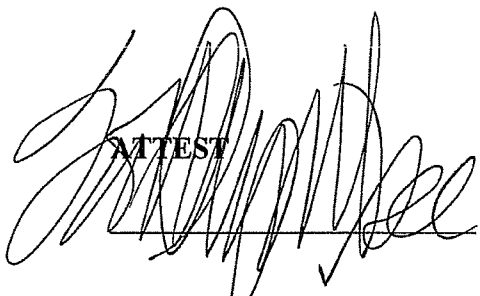
Officer of the District

ATTEST


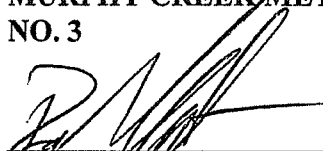
**MURPHY CREEK METROPOLITAN DISTRICT
NO. 2**



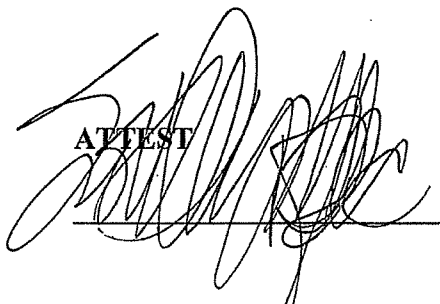
Officer of the District

ATTEST



**MURPHY CREEK METROPOLITAN DISTRICT
NO. 3**



Officer of the District

ATTEST


**MURPHY CREEK METROPOLITAN DISTRICT
NO. 4**



Officer of the District