RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE VISTA RIDGE METROPOLITAN DISTRICT HELD NOVEMBER 6, 2014

A special meeting of the Board of Directors of the Vista Ridge Metropolitan District (referred to hereafter as the "Board") was convened on Thursday, the 6th day of November, 2014, at 8:00 A.M., at the Vista Ridge Community Center, 2750 Vista Parkway, Erie, Colorado. The meeting was open to the public.

Directors In Attendance Were:
James R. Spehalski
Michael Lund
Daniel Fishman

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the absences of Christopher Koch and Richard Cori were excused.

Also In Attendance Were:
Lisa A. Johnson and Dan Cordova, Special District Management Services, Inc.

Brandon Carter and Steve Kerr, Colorado National Golf Club (for a portion of the meeting)

Tim Hedahl, Vista Ridge Master Homeowner's Association Board Member

Tom Bowen, Resident

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Ms. Johnson noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute.

ADMINISTRATIVE MATTERS

Agenda: Ms. Johnson requested that the Board review and approve the proposed Agenda for the District's special Board meeting.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Agenda was approved, as amended.

Minutes: The Board reviewed the Minutes of the September 25, 2014 special meeting.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Minutes of the September 25, 2014 special meeting were approved.

2015 Meeting Dates: The Board considered meeting dates for the 2015 regular meetings.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board approved the meeting dates to be scheduled for the third Thursday of every other month, beginning in January, at 8:00 a.m. at the Vista Ridge Community Center, 2750 Vista Parkway, Erie, Colorado.

FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims through the period ending October 20, 2014 totaling $28,008.63 for general fund expenses.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board ratified approval of the payment of claims for the period ending October 20, 2014 totaling $28,008.63 for general fund expenses.

The Board then considered approval of the payment of claims through the period ending November 6, 2014, totaling $35,122.41 for general fund expenses.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board approved the payment of claims for the period ending November 6, 2014, totaling $35,122.41 for general fund expenses.

Financial Statements: Ms. Johnson presented the unaudited financial statements for the period ending September 30, 2014 and the schedule of cash position for the period ending September 30, 2014.

Following review, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2014 and the schedule of cash position for the period ending September 30, 2014.

2014 Audit: The Board discussed the engagement of Schilling & Company, P.C. to perform the 2014 Audit.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board approved the engagement of Schilling & Company, P.C. to perform the 2014 Audit, for an amount not to exceed $5,900.

2015 System Development Fees: The Board discussed the system development fees for 2015 noting that the current fee is $14,071 per gross acre.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board approved the 2015 system development fee to continue at the same fee of $14,071 per gross acre.

Resolution No. 2014-11-01; Resolution Regarding Appropriation of Operation and Maintenance Mill Levy to Debt Service of Taxable Subordinate Non-Ad Valorem Tax Revenue Bonds, Series 2006D and 2008D: The Board discussed the adoption of Resolution No. 2014-11-01; Resolution Regarding Appropriation of Operation and Maintenance Mill Levy to Debt Service of Taxable Subordinate Non-Ad Valorem Tax Revenue Bonds, Series 2006D and 2008D.

Following discussion, upon motion duly made by Director Lund, seconded by Director Fishman and, upon vote, unanimously carried, the Board authorized payment of $250,000 in 2014 on the 2006D and 2008D Bonds.

Following further discussion, upon motion duly made by Director Lund, seconded by Director Fishman and, upon vote, unanimously carried, the Board adopted Resolution No. 2014-11-01; Resolution Regarding Appropriation of Operation and Maintenance Mill Levy to Debt Service of Taxable Subordinate Non-Ad Valorem Tax Revenue Bonds, Series 2006D and 2008D.

2014 Budget Amendment Hearing: The Chairman opened the public hearing to consider the Resolution to Amend the 2014 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2014 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the

District. No written objections were received prior to this public hearing. There were no comments from the public in attendance and the public hearing was closed.

Following review and discussion, Director Spehalski moved to adopt the Resolution to Amend 2014 Budget, Director Lund seconded the motion and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2014 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

2015 Budget: The Board opened the public hearing to consider the proposed 2015 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2015 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

No public comments were received and the public hearing was closed.

Ms. Johnson reviewed the estimated 2014 expenditures and the proposed 2015 expenditures.

Following discussion, the Board considered the adoption of the Resolutions to Adopt the 2015 Budget and Appropriate Sums of Money and Set Mill Levies, for the General Fund at 15.000 mills and the Debt Service Fund at 42.827 mills, for a total mill levy of 57.827 mills. Upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Resolutions were adopted, as discussed subject to final assessed valuation, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2014. Ms. Johnson was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Weld County and the Division of Local Government, not later than December 15, 2014. Ms. Johnson was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2015. Copies of the adopted Resolutions are attached to these minutes and incorporated herein by this reference.

DLG-70 Mill Levy Certification: Ms. Johnson discussed with the Board the DLG-70 Mill Levy Certification form.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board authorized the

District Accountant to prepare and sign the DLG-70 mill levy certification form, for certification to the Board of County Commissioners and other interested parties.

LEGAL MATTERS

Continuing Disclosure Requirements under the District's Debt: Ms. Johnson presented the Continuing Disclosure Requirements under the District's Debt to the Board and advised that Attorney McGeady will be drafting a resolution outlining the continuing disclosure requirements per the bond documents and assigning the requirements to appropriate consultants.

OPERATION AND MAINTENANCE MATTERS

Project Manager's Report: Mr. Cordova presented and reviewed the Project Manger's Report with the Board.

Proposal from CoCal Landscape: Mr. Cordova presented the proposal from CoCal Landscape for installation of a trench drain to mitigate drainage issues at 2085 Driver Lane.

Following review, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board approved the proposal from CoCal Landscape for the installation of a trench drain at 2085 Driver Lane.

Integrated Water System Update - *Coal Creek Pump Station*: Mr. Carter presented his report on the Coal Creek pump station pumps noting that all the pumps had failed as of October 25, 2014. Mr. Carter presented a proposal from Xylem-Flowtronix for a vertical turbine variable speed pump with an estimated cost of $105,000.

Ms. Johnson presented a proposal from TZA Water Engineers in the amount of $20,000, to design and provide construction management services related to the Pump Station Project. The Board directed staff to request a proposal from TZA Water Engineers to evaluate existing proposal from Xylem-Flowtronix, confirm that this can be done by March 1, 2015, and to provide a schedule from Xylem Flowtronix and TZA Water Engineers to review with Attorney McGeady.

The Board also discussed the option of repairing current pumps. The estimated cost of repair for said repairs is $33,000.

Following review, upon motion duly made by Director Fishman, seconded by Director Lund and, upon vote, unanimously carried, the Board authorized Mr. Spehalski as President to review and determine the best option to repair and/or design and construct a new Coal Creek Pump Station.

OTHER MATTERS

Communication with the HOA: Mr. Hedahl thanked the Board for the recent tree replacement and stump removal. Mr. Hedahl asked the Board to evaluate and consider adding more garbage cans along the trails. Mr. Cordova will evaluate the placement of additional garbage cans along the trails and report back to the Board.

Resignation of Dan Fishman: Director Fishman tendered his resignation from the Board to be effective November 11, 2014. The Board directed staff to solicit interest from the community.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting adjourned.

Respectfully submitted,

By _____
Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL NOVEMBER 6, 2014 MINUTES OF THE VISTA RIDGE METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:

_____
James R. Spehalski

_____
Christopher H. Koch

_____
Michael Lund

_____
Richard Cori

RESOLUTION NO. 2014-11-01

RESOLUTION OF VISTA RIDGE METROPOLITAN DISTRICT REGARDING APPROPRIATION OF OPERATION & MAINTENANCE MILL LEVY TO DEBT SERVICE OF TAXABLE SUBORDINATE NON-AD VALOREM TAX REVENUE BONDS, SERIES 2006D AND 2008D

WHEREAS, Vista Ridge Metropolitan District (the "District") has heretofore issued its $35,000,000 Vista Ridge Metropolitan District, Weld County, Colorado Limited Tax General Obligation Improvement and Refunding Bonds, Series 2006 A ("Series A Bonds"), $5,000,000 Vista Ridge Metropolitan District, Weld County, Colorado Limited Tax General Obligation Subordinate Refunding Bonds, Series 2006 B ("Series B Bonds"), $3,060,115 Vista Ridge Metropolitan District, Weld County, Colorado Subordinate Non-Ad Valorem Tax Revenue Bonds, Series 2006 C ("Series 2006C Bonds"), $678,481 Vista Ridge Metropolitan District, Weld County, Colorado Taxable Subordinate Non-Ad Valorem Tax Revenue Bonds, Series 2006 D ("Series 2006D Bonds" and collectively with the Series A Bonds, Series B Bonds and Series 2006C Bonds, the "2006 Bonds"), $1,121,768 Vista Ridge Metropolitan District, Weld County, Colorado Subordinate Non-Ad Valorem Tax Revenue Bonds, Series 2008 C ("Series 2008C Bonds"), and $251,669 Vista Ridge Metropolitan District, Weld County, Colorado Taxable Subordinate Non-Ad Valorem Tax Revenue Bonds, Series 2008 D ("Series 2008D Bonds" and together with the Series 2008C Bonds, the "2008 Bonds," which, together with the 2006 Bonds, are referred to in this Resolution as the "Bonds"); and

WHEREAS, the 2006 Bonds were issued under and subject to that certain Trust Indenture, dated as of August 1, 2006, by and between the District and American National Bank, a national banking association, as the Trustee (the " 2006 Indenture"); and

WHEREAS, the 2008 Bonds were issued under and subject to that certain First Supplemental Trust Indenture, dated as of February 1, 2008, by and between the District and American National Bank, a national banking association, as the Trustee (the "Supplemental Indenture" and together with 2006 Indenture, the "Indenture); and

WHEREAS, debt service on the Bonds is also subject to that certain District Bonds Restructure Agreement, dated as of August 1, 2006, by and among the District, Vista Ridge LLC, a Colorado limited liability company, and Vista Ridge Development Corporation, a Colorado corporation (the "Restructure Agreement"); and

WHEREAS, Section 5 of the Restructure Agreement requires that the District make a determination whether the revenue expected to be available under the Indenture for payment of the Series 2006D Bonds in the immediately succeeding year will be sufficient to pay the principal of and interest on such bonds when due and, if the District determines that such available revenue will not be sufficient, the officer of the District who is at such time charged with the responsibility of formulating budget proposals shall include, in the annual budget proposal submitted to the Board of Directors for consideration, a budget which reflects the amount of the insufficiency and reflects revenue derived from an operations mill levy applied to cover such insufficiency. Only to the extent approved by the Board of Directors in its discretion, the District shall certify an operations mill levy to the County in such fiscal year that takes into account the amount of such insufficiency. The District's covenant to certify an operations mill levy sufficient to pay such shortfall amount and to appropriate ad valorem property tax revenue derived from such levy for the payment of the Series 2006D Bonds shall be from year to year only and shall not constitute a multiple-fiscal year direct or indirect debt or other financial obligation of the District within the meaning of Article X, Section 20 of the Colorado

Constitution. All revenue derived from such operations mill levy as described in Section 5 of the Restructure Agreement shall be Restructure Agreement Revenue (as this term is defined in the Indenture), and shall be deposited by the District in the Non-Property Tax Account of the Bond Fund (as these terms are defined in the Indenture), held under the Indenture and applied solely to the payment of the principal of and interest on the Series 2006D Bonds pursuant to Section 5.6(c)(ix) and 5.6(d)(ix) of the Indenture; and

WHEREAS, the Supplemental Indenture provides that the Series 2008C Bonds and the Series 2008D Bonds shall be issued, respectively, on a parity basis with the Series 2006C Bonds and the Series 2006D Bonds; and

WHEREAS, in computing the amount of District funds available to pay the debt service due on the Series 2006D Bonds and the Series 2008D Bonds, the Board of Directors determined that insufficient revenues would be available to make the debt service payment due on the Series 2006D Bonds and the Series 2008D Bonds; and

WHEREAS, as required by the Supplemental Indenture, Restructure Agreement Revenue shall be applied to the payment of the principal of and interest on both the Series 2006D Bonds and the Series 2008D Bonds; and

WHEREAS, the District has determined to certify an operations mill levy of 15.000 mills to the County for fiscal year 2015, which the District expects to produce revenue of approximately $ 766,753 (the "Operations Mill Levy Revenue"); and

WHEREAS, it is the District's desire to use up to $400,000, but not less than $200,000, of the Operations Mill Levy Revenue as "Restructure Agreement Revenue" to make debt service

payments due on the Series 2006D Bonds and the Series 2008D Bonds, but before reaching an amount, the District needs to consider and appropriate amounts for operating costs that vary due to circumstances beyond the District's control and to accumulate a reasonable replacement reserve for the District's facilities; and

WHEREAS, the District will decide on or before November 30, 2014 on the amount of the Operations Mill Levy Revenue that will be used as "Restructure Agreement Revenue" to make debt service payments due on the Series 2006D Bonds and the Series 2008D Bonds (such amount, the "Restructure Agreement Operations Mill Levy Revenue"); and

WHEREAS, it is in the best interests of the District, its constituents and its bondholders to adopt this Resolution to appropriate the Restructure Agreement Operations Mill Levy Revenue in amount up to $400,000, but not less than $200,000, (which revenue shall be "Restructure Agreement Revenue") for the payment of debt service on the Series 2006D Bonds and the Series 2008D Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF VISTA RIDGE METROPOLITAN DISTRICT, AS FOLLOWS:

1. The Board of Directors hereby acknowledges receipt from the officers and staff of the District, at a public meeting of the District's Board of Directors held on November 6, 2014, data with regard to the amount of the Operations Mill Levy Revenue, the District's operating costs and required replacement reserves, and other relevant data and information to allow the Board of Directors to determine the Restructure Agreement Operations Mill Levy Revenue, which will be an amount up to $400,000, but not less than $200,000.

2. The Board of Directors has determined the amount of the Restructure Agreement Operations Mill Levy Revenue to be $ 200,000 and the Board of Directors hereby authorizes and directs the officers of the District to undertake all actions necessary, and to finalize, execute and deliver on behalf of the District, all documents or instruments necessary to appropriate the Restructure Agreement Operations Mill Levy Revenue for the payment of debt service on the Series 2006D Bonds and the Series 2008D Bonds.

APPROVED AND ADOPTED AS OF THIS 6th day of November, 2014.

VISTA RIDGE METROPOLITAN DISTRICT

By: _____

James Spehalski, President

Attest: _____

By: Lisa A. Johnson

Its: Secretary

RESOLUTION TO AMEND 2014 BUDGET
VISTA RIDGE METROPOLITAN DISTRICT

WHEREAS, the Board of Directors of the Vista Ridge Metropolitan District adopted a budget and appropriated funds for the fiscal year 2014 as follows:

General Fund	$	973,247
Debt Service Fund	$	2,581,193
Capital Repair and Replacement Fund	$	-0-
Conservation Trust Fund	$	-0-

WHEREAS, the necessity has arisen for additional expenditures in the Debt Service Fund and Capital Repair and Replacement Fund requiring the unanticipated expenditure of funds in excess of those appropriated for the fiscal year 2014; and

WHEREAS, the expenditure of such funds is a contingency which could not have been reasonably foreseen at the time of adoption of the budget; and

WHEREAS, funds are available for such expenditures in the Debt Service Fund from a transfer from the General Fund; and

WHEREAS, funds are available for such expenditures in the Capital Repair and Replacement Fund from a transfer from the General Fund.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Vista Ridge Metropolitan District shall and hereby does amend the adopted Budget for the fiscal year 2014 and adopts a supplemental budget and appropriation for the Debt Service Fund and Capital Repair and Replacement Fund for the fiscal year 2014, as follows:

Debt Service Fund	$	2,608,258
Capital Repair and Replacement Fund	$	150,000

BE IT FURTHER RESOLVED, that such sums are hereby appropriated from the revenues of the District to the proper funds for the purposes stated.

DATED this 6th day of November, 2014.

VISTA RIDGE METROPOLITAN DISTRICT

By: _____
Secretary

RESOLUTION NO. 2014 - 11 - 03
A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE VISTA RIDGE METROPOLITAN DISTRICT
TO ADOPT THE 2015 BUDGET AND APPROPRIATE SUMS OF MONEY

WHEREAS, the Board of Directors of the Vista Ridge Metropolitan District ("District") has appointed the District Accountant to prepare and submit a proposed 2015 budget to the Board at the proper time; and

WHEREAS, the District Accountant has submitted a proposed budget to this Board on or before October 15, 2014, for its consideration; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on November 20, 2014, and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, the budget has been prepared to comply with all terms, limitations and exemptions, including, but not limited to, reserve transfers and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution ("TABOR") and other laws or obligations which are applicable to or binding upon the District; 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.

WHEREAS, the Board of Directors of the District has made provisions therein for revenues in an amount equal to or greater than the total proposed expenditures as set forth in said budget; and

WHEREAS, it is not only required by law, but also necessary to appropriate the revenues provided in the budget to and for the purposes described below, as more fully set forth in the budget, including any interfund transfers listed therein, so as not to impair the operations of the District.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Vista Ridge Metropolitan District:

1. That the budget as submitted, amended, and summarized by fund, hereby is approved and adopted as the budget of the Vista Ridge Metropolitan District for the 2015 fiscal year.

2. That the budget, as hereby approved and adopted, shall be certified by the Secretary of the District to all appropriate agencies and is made a part of the public records of the District.

3. That the sums set forth as the total expenditures of each fund in the budget attached hereto as **EXHIBIT A** and incorporated herein by reference are hereby appropriated from the revenues of each fund, within each fund, for the purposes stated.

ADOPTED this 20th day of November, 2014.

(SEAL)

Secretary

EXHIBIT A
(Budget)

VISTA RIDGE METROPOLITAN DISTRICT

2015 Budget Message

Introduction

The budget reflects the projected spending plan for the 2015 fiscal year based on available revenues. This budget provides for the annual debt service on the District's general obligation debt as well as the general operation of the District, capital improvements, and conservation trust activity.

The District's 2014 assessed value increased 2.1% to $51,256,220. The District's mill levy remains at 57.827 mills for taxes to be collected in the 2015 fiscal year with 15.000 mills certified to the General Fund and 42.827 mills certified to the Debt Service Fund. The maximum debt service mill levy is 35.000 mills, adjusted for changes in the residential assessment ratio, which for 2015 adjusts the debt service mill levy to 42.827.

The District was organized in December 2000 with its boundaries completely within the Town of Erie, Colorado. The District was formed to provide construction, installation, financing and operation of public improvements, including parks and recreational facilities and services, water and sanitary sewer services, street, and other improvements.

Budgetary Basis of Accounting

The District uses funds to budget and report on the financial position and results of operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain governmental functions. The various funds determine the total District budget. All of the District's funds are considered Governmental Funds and are reported using the current financial resources and the modified accrual basis of accounting. Revenues are recognized when they are measurable and available. Revenues are considered available when they are collectible within the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures, other than the interest on long term obligations, are recorded when the liability is incurred or the long-term obligation paid.

Fund Summaries

General Fund is used to account for resources traditionally associated with government such as property taxes, specific ownership tax and expenditures which include District administration, legal services, operation and maintenance of the non-potable water system, landscape maintenance, and other expenses related to statutory operations of a local government. The primary source of revenue is from property taxes and specific ownership taxes. The District also receives irrigation water revenue from the Town of Erie, Colorado National Golf Club and a homeowners' association.

Debt Service Fund is used to account for property taxes and other revenues dedicated to pay the fiscal year's debt expense which includes principal payments, interest payments, and administrative costs associated with debt issues. The primary source of revenue comes from property taxes and specific ownership taxes. The District has a Senior Series 2006A General Obligation Refunding Bonds and Subordinate Series 2006B General Obligation Refunding Bonds, which are paid from property taxes. Per the Trust Indenture, non-property taxes may be used to repay these issues if property tax revenue is not sufficient.

The District also issued subordinate revenue bonds, Series 2006C, Series 2006D, Series 2008C and Series 2008D, each of which is paid from non-property tax sources, including specific ownership taxes and collections of system development fees. However, the first $1,000,000 of "Additional System Development Fees" are payable to a non interest bearing note.

The Series 2006D and parity Series 2008D Bonds are subject to a Reimbursement Agreement which calls for the District's board to annually certify a General Fund mill levy for repayment of the annual debt service. For 2014, the board certified a mill levy of 3.903 mills or approximately $200,000 for repayment in fiscal year 2015 towards the Series 2006D Bonds and its parity issue.

The District has a $500,000 Series 2006A reserve fund and is required to maintain a cash balance of $800,000 in the Non-property Tax Account until certain debt ratios are achieved. However in 2011, due to cash flow constraints related to a diminishing assessed valuation the District was not able to process full payments on the 2006B bonds. So in accordance with the waterfall of funds, the District utilized a portion of the $800,000 cash in the Non-property tax account in 2011 and again in 2012. Therefore, only a portion of the remaining $800,000 is reflected in the ending fund balance along with the $500,000 reserve, which has remained untouched.

In 2012, the 2006B bondholders and the District worked together to reach a restructuring agreement in which the interest rate will be 0% for five years with no principal payments due. After five years, the interest rate will increase to 9.5% and principal payments will resume at that time.

Below is a summary of the District's outstanding long-term debt.

Summary of Outstanding Debt

Vista Ridge Metropolitan District

Bonds Principal and Interest Maturing in the Year Ending December 31,	Totals		
	Principal	Interest	Total
2015	4,486,846	3,250,367	7,737,213
2016	690,000	1,577,031	2,267,031
2017	715,000	1,548,569	2,263,569
2018	745,000	1,988,850	2,733,850
2019	780,000	1,957,188	2,737,188
2020-2024	4,605,000	9,155,990	13,760,990
2025-2029	6,280,000	7,794,940	14,074,940
2030-2034	8,560,000	5,880,040	14,440,040
2035-2039	11,705,000	3,086,039	14,791,039
2040	2,835,000	175,044	3,010,044
Total	41,401,846	36,414,058	77,815,904

(a) Includes unpaid principal from prior years on both Series 2006C and 2008C.

Series 2006A Limited Tax General Obligation Improvement and Refunding Bonds
Amended Series 2006B Limited Tax General Obligation Subordinate Refunding Bonds
Series 2006C Subordinate Non-Ad Valorem Tax Revenue Bonds
Series 2006D Subordinate Non-Ad Valorem Tax Revenue Bonds
Series 2008C Subordinate Non-Ad Valorem Tax Revenue Bonds
Series 2008D Subordinate Non-Ad Valorem Tax Revenue Bonds

Capital Repair and Replacement Fund is used for repair and replacement of capital items. In 2015, the District plans to make significant improvements to the Coal Creek Pump Station which is part of the non-potable water system.

Conservation Trust Fund is used to account for disbursements of allocated state lottery revenue from the Colorado Department of Local Affairs, based on the District's census. The funds are restricted until such time as the District incurs expenditures for allowable public improvements, including acquisition, development or maintenance of public areas.

Emergency Reserve

As required under Article X, Section 20 of the Colorado Constitution, the District has provided for an Emergency Reserve in the amount of 3% of the total fiscal year expenditures in the General Fund.

Vista Ridge Metropolitan District
Assessed Value, Property Tax and Mill Levy Information

	2013 Actual	2014 Adopted Budget	2015 Adopted Budget
Assessed Valuation	$ 49,123,880	$ 50,219,898	$ 51,256,220
Mill Levy			
General Fund	15.000	15.000	15.000
Debt Service Fund	42.827	42.827	42.827
Temporary Mill Levy Reduction	0.000	0.000	0.000
Refunds and Abatements	0.000	0.000	0.000
Total Mill Levy	57.827	57.827	57.827
Property Taxes			
General Fund	$ 736,858	$ 753,298	$ 768,843
Debt Service Fund	2,103,828	2,150,768	2,195,150
Temporary Mill Levy Reduction	-	-	-
Refunds and Abatements	-	-	-
Actual/Budgeted Property Taxes	**$ 2,840,686**	**$ 2,904,066**	**$ 2,963,993**

Vista Ridge Metropolitan District

GENERAL FUND
2015 ADOPTED BUDGET
with 2013 Actual, 2014 Adopted Budget, and 2014 Estimated Budget

	2013 Actual	2014 Adopted Budget	2014 Estimated Budget	2015 Adopted Budget
BEGINNING FUND BALANCE	222,495	208,298	317,230	250,688
REVENUE				
Property Taxes	735,601	753,298	753,298	768,843
Interest	571	750	500	750
Other Income	25,312	-	2,800	-
Reimb. from Golf Course	114,054	84,000	73,106	84,000
Reimb. from Town of Erie	18,539	16,000	18,500	16,000
Reimb. from Other Entities	1,149	1,500	2,000	1,500
Total Revenue	895,226	855,548	850,204	871,093
Total Funds Available	1,117,721	1,063,846	1,167,434	1,121,781
EXPENDITURES				
Accounting	15,777	24,000	21,000	20,000
Audit Fees	7,880	8,500	7,855	8,500
Election Costs	-	20,000	730	-
Insurance and Bonds	16,996	17,700	18,000	19,259
Landscape Maintenance	141,249	150,000	150,000	152,970
Landscape Maintenance-UP	6,023	7,000	7,000	7,000
Legal-McGeady Sisneros	13,329	20,000	20,000	18,000
Statutory Compliance	345	-	500	-
Management	28,036	44,000	44,000	35,000
Engineering	280	1,000	400	1,000
Eng. - Maintenance Map	-	-	-	500
Non-Potable Water Mgmt Fee	23,888	25,082	24,604	26,500
County Treasurer's Fee	11,051	11,299	11,299	11,533
Miscellaneous	4,548	6,000	6,000	5,000
Field Supervision	14,976	20,000	20,000	20,000
Snow Removal	17,023	30,000	30,000	30,000
Fence Repair & Replace	32,894	40,000	29,000	40,000
Tree & Shrub Replacement	38,290	35,000	42,000	35,000
Utilities-Town of Erie	9,895	11,000	11,000	11,330
Utilities-United Power	140	-	-	-
Utilities-UNCC	1,152	1,000	1,000	1,000
Utilities-Locate Services	4,181	6,000	6,000	6,000
Utilities and Monument Lighting	12,694	12,000	12,000	12,300
Pump Station/Trans. Sys. Maint.	19,086	20,000	20,000	20,000
Pump Station-United Power	29,270	40,000	22,358	40,000
Water Quality	11,181	12,000	12,000	12,000
Water Lease	56,162	91,000	60,000	91,000
Water Rights (Eng & Legal)	9,145	20,000	15,000	15,000
Contingency	-	-	-	5,000
Total Expenditures	525,491	672,581	591,746	643,892
Emergency Reserve	-	25,666	-	26,133
Transfer to Debt Service	275,000	200,000	250,000	200,000
Transfer to Cap. Rep. & Replace.	-	75,000	75,000	75,000
Total Expenditures Requiring Appropriation	800,491	973,247	916,746	945,025
ENDING FUND BALANCE				
REPLACEMENT RESERVE	-	-	-	-
UNDESIGNATED	317,230	90,599	250,688	176,756
TOTAL ENDING FUND BALANCE	$ 317,230	$ 90,599	$ 250,688	$ 176,756

Vista Ridge Metropolitan District

DEBT SERVICE FUND
2015 ADOPTED BUDGET
with 2013 Actual, 2014 Adopted Budget, and 2014 Estimated Budget

	2013 Actual	2014 Adopted Budget	2014 Estimate Budget	2015 Adopted Budget
BEGINNING FUND BALANCE	708,890	673,500	701,721	753,054
REVENUE				
Property Taxes	2,100,240	2,150,768	2,150,768	2,195,150
Specific Ownership Taxes	188,748	204,323	204,323	208,539
Sys. Dev. Fees	36,432	75,000	50,000	75,000
Interest	5,725	3,000	4,500	3,000
Transfer from Other Funds	200,000	200,000	250,000	200,000
Total Revenue	2,531,145	2,633,091	2,659,591	2,681,689
Total Funds Available	3,240,035	3,306,591	3,361,312	3,434,743
EXPENDITURES				
2006A Bonds Principal	600,000	630,000	630,000	660,000
2006D Bonds Principal	94,987	-	140,957	114,934
2008D Bonds Principal	29,574	-	46,652	37,098
2006A Bonds Interest	1,664,931	1,634,931	1,634,931	1,603,431
2006D Bonds Interest	50,900	-	41,401	30,952
2008D Bonds Interest	24,539	200,000	20,990	17,016
Developer Reimbursement	36,432	75,000	50,000	75,000
Paying Agent Fees	5,400	5,000	5,000	5,000
County Treasurer's Fee	31,551	32,262	32,262	32,927
Contingency	-	4,000	6,065	4,000
Total Expenditures	2,538,314	2,581,193	2,608,258	2,580,358
Total Expenditures Requiring Appropriation	2,538,314	2,581,193	2,608,258	2,580,358
ENDING FUND BALANCE				
NON-PROPERTY TAX ACCT	201,721	225,398	253,054	354,385
2006A RESERVE	500,000	500,000	500,000	500,000
UNDESIGNATED	-	-	-	-
ENDING FUND BALANCE	$ 701,721	$ 725,398	$ 753,054	$ 854,385

Vista Ridge Metropolitan District

CAPITAL REPAIR AND REPLACEMENT FUND
2015 ADOPTED BUDGET
with 2013 Actual, 2014 Adopted Budget, and 2014 Estimated Budget

	2013 Actual	2014 Adopted Budget	2014 Estimated Budget	2015 Adopted Budget
BEGINNING FUND BALANCE	375,212	450,000	375,000	300,500
REVENUE				
Interest	515	500	500	500
Transfer from General Fund	75,000	75,000	75,000	75,000
Total Revenue	75,515	75,500	75,500	75,500
Total Funds Available	450,727	525,500	450,500	376,000
EXPENDITURES				
Capital Repairs & Maintenance	-	-	150,000	150,000
Total Expenditures	-	-	150,000	150,000
Total Expenditures Requiring Appropriation	-	-	150,000	150,000
ENDING FUND BALANCE	$ 450,727	$ 525,500	$ 300,500	$ 226,000

Vista Ridge Metropolitan District

CONSERVATION TRUST FUND
2015 ADOPTED BUDGET
with 2013 Actual, 2014 Adopted Budget, and 2014 Estimated Budget

	2013 Actual	2014 Adopted Budget	2014 Estimated Budget	2015 Adopted Budget
BEGINNING FUND BALANCE	78,334	75,634	86,191	110,291
REVENUE				
Interest	111	50	100	50
Conservation Trust Revenue	25,679	15,200	24,000	15,200
Total Revenue	25,790	15,250	24,100	15,250
Total Funds Available	104,124	90,884	110,291	125,541
EXPENDITURES				
Conservation Trust Projects	17,933	-	-	-
Total Expenditures	17,933	-	-	-
Total Expenditures Requiring Appropriation	17,933	-	-	-
ENDING FUND BALANCE	$ 86,191	$ 90,884	$ 110,291	$ 125,541

I, Lisa A. Johnson, hereby certify that I am the duly appointed Secretary of the Vista Ridge Metropolitan District, and that the foregoing is a true and correct copy of the budget for the budget year 2015, duly adopted at a meeting of the Board of Directors of the Vista Ridge Metropolitan District held on November 20, 2014.

By: _____
Secretary

RESOLUTION NO. 2014 - 11 - 04
A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE VISTA RIDGE METROPOLITAN DISTRICT
TO SET MILL LEVIES

WHEREAS, the Board of Directors of the Vista Ridge Metropolitan District ("District") has adopted the 2015 annual budget in accordance with the Local Government Budget Law on November 20, 2014; and

WHEREAS, the adopted budget is attached to the Resolution of the Board of Directors to Adopt the 2015 Budget and Appropriate Sums of Money, and such budget is incorporated herein by this reference; and

WHEREAS, the amount of money necessary to balance the budget for general fund expenses from property tax revenue is identified in the budget; and

WHEREAS, the amount of money necessary to balance the budget for debt service fund expenses from property tax revenue is identified in the budget; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Vista Ridge Metropolitan District:

1. That for the purposes of meeting all general fund expenses of the District during the 2015 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

2. That for the purposes of meeting all debt service fund expenses of the District during the 2015 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

3. That the District Accountant of the District is hereby authorized and directed to immediately certify to the County Commissioners of Weld County, Colorado, the mill levies for the District as set forth in the District's Certification of Tax Levies (attached hereto as **EXHIBIT A** and incorporated herein by reference), recalculated as needed upon receipt of the final certification of valuation from the County Assessor in order to comply with any applicable revenue and other budgetary limits.

ADOPTED this 20th day of November, 2014.

VISTA RIDGE METROPOLITAN DISTRICT
(SEAL)
WELD COUNTY
COLORADO

Secretary

EXHIBIT A
(Certification of Tax Levies)

1315 County Tax Entity Code DOLA LGID/SID 62123 /

CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

TO: County Commissioners[1] of Weld County, Colorado.

On behalf of the Vista Ridge Metropolitan District, (taxing entity)[A]

the Board of Directors (governing body)[B]

of the Vista Ridge Metropolitan District (local government)[C]

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS assessed valuation of: $ 51,256,220 (GROSS[D] assessed valuation, Line 2 of the Certification of Valuation Form DLG 57[E])

Note: If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area[F] 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: $ 51,256,220 (NET[G] assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)

Submitted: *12/15/2014* (mm/dd/yyyy) for budget/fiscal year *2015* (yyyy).
(not later than Dec. 15)

PURPOSE (see end notes for definitions and examples)	LEVY[2]		REVENUE[2]
1. General Operating Expenses[H]	15.000	mills	$ 768,843
2. <**Minus**> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction[I]	< >	mills	$ < >
SUBTOTAL FOR GENERAL OPERATING:	**15.000**	**mills**	**$ 768,843**
3. General Obligation Bonds and Interest[J]	42.827	mills	$ 2,195,150
4. Contractual Obligations[K]		mills	$
5. Capital Expenditures[L]		mills	$
6. Refunds/Abatements[M]		mills	$
7. Other[N] (specify):		mills	$
		mills	$
TOTAL: [Sum of General Operating Subtotal and Lines 3 to 7]	**57.827**	**mills**	**$ 2,963,993**

Contact person: (print) Lisa A. Johnson Daytime phone: (303) 987-0835

Signed: Lisa A. Johnson 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.

[1] 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.
[2] 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).

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[J]:

1. Purpose of Issue: $35,000,000 – General Obligation Improvement and Refunding Bonds (Limited Tax)
   Series: 2006A
   Date of Issue: August 23, 2006
   Coupon Rate: 3.750% - 5.125%
   Maturity Date: December 1, 2040
   Levy: 42.827
   Revenue: $ 2,195,150

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

CONTRACTS[K]:

1. Purpose of Contract:
   Title:
   Date:
   Principal Amount:
   Maturity Date:
   Levy:
   Revenue:

2. 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.

Project Manager Report

Vista Ridge Metropolitan District
9/18/14-10/29/14

General Landscaping

- Irrigation system winterization was started the week of October 27th. CoCal will continue to water newly installed trees and sod patches via water truck through the establishment period.

2014 Fall Landscape Enhancements

- Replacement of 20 District trees and removal of 17 stumps was completed by CoCal the week of October 13th.

Fence Staining & Repair

- Olson Painting began fence staining 3-rail fence in filings 1L, 1M, and 1N the week of October 27th; completion of the project should occur by November 4th.

Drainage Issue at 2085 Driver Lane

- The builder/owner of the custom home lot at 2085 Driver Lane has reported a concern about water run-off from District-maintained tract 1D/G encroaching on his lot and impeding construction. Subsequently, the irrigation run times for the tract were decreased, and ultimately ceased altogether at the end of the season. The builder/owner would like the District to consider installing a permanent trench drain on the tract to provide a long-term solution to the drainage issue. A proposal for drain installation has been requested from CoCal and will be distributed at the Board meeting.

Other

- 1 e-mail and 3 phone calls from residents and 5 e-mails from the HOA Community Manager regarding maintenance issues were responded to.

Integrated Water System Update

Colorado National Golf Club

November 6, 2014

Coal Creek Station:

- Pumps are off as of: 10/25/14
  - No working pumps
- We are working with TZA water engineers on a proposal for upgrading the pumping system.
- Attached is their initial proposal for consulting, etc.
- CNGC received a bid on building a new pump system from Flowtronex
  - This quote is only for the cost of the hardware
  - Electrical power, the building, and discharge tie in would need to be re-configured.

VRMD Pump 17:

- Winterization of the pump station will be performed prior to the end of November
- CNGC will dig up the water meter for VRMD maintained areas to see if it can be repaired or if it will need to be replaced.
- CNGC will add a separate water meter to the inflow pipe of Pond #17

Community Ditch:

- The community ditch is off for the season.
- VRMD provided a roll of dumpster to the Highway 7 grates in order to get the waste cleaned up.
  - CNGC cleaned the area and loaded the dumpster.