

MillerLaw_{pllc}

1555 California Street No. 505
Denver CO 80202
303.285.5320

February 17, 2023

Board of Directors
Lakeview Metropolitan District

**Re: Engagement of Legal Services related to
Lakeview Metropolitan District, Loveland CO**

Dear Board of Directors:

I am pleased that you have selected our firm to provide legal services to Lakeview Metropolitan District. Miller Law is committed to providing the highest quality legal services to our clients in a cost-effective and client-friendly manner, and to represent you diligently and faithfully. We believe it useful for both the attorney and the client to have a written understanding of the scope of representation and the terms of compensation for performance of legal work and would request your agreement to the terms established below.

The scope of our representation include, acting as the general counsel to the District and providing such necessary and requested legal services and guidance to keep the Districts in compliance with applicable law (the "Services"). You understand and agree that the Firm's representation will not include legal services for real estate or land use issues related to the development of the property that is or will be located within the District. Additionally, the District may request supplementary legal services beyond the initial scope which will be performed on the same terms and conditions unless the Firm advises it is unable or unwilling to perform the work or if the parties mutually agree to a different arrangement.

The District understands and agrees that, in addition to legal counsel, it may be necessary for the District to hire other consultants, including, by way of example but not limitation, managers, underwriters, accountants and engineers, to assist in the management and operation of the District.

The District will be billed based upon the work the Firm performs in increments of one-tenth of an hour. The District will be billed on a monthly basis and all bills are due upon receipt. If any bill is not paid within the month within which it is billed, we agree that the Firm's efforts on behalf of the

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District may cease and the Firm may withdraw from any representation of the District, in which case all amounts due are immediately payable. The District may terminate the Firm's representation at any time upon payment of all amounts owing to the Firm. Rates for personnel in our office vary from \$215.00 to \$495.00 per hour, and such rates are subject to change. The District may terminate the Firm's representation at any time upon payment of all amounts owing to the Firm. Until such time as all amounts owing to the Firm are paid, the District agrees that the Firm shall have a lien upon all original files, documents and work product in its possession that it has generated in connection with its representation (collectively, the "Client Files"), and the Firm shall only remit such Client Files back to the District upon the payment of all outstanding amounts owing to the Firm.

Certain exceptions are made to the hourly billing arrangement. Opinion letter fees for the issuance of bonds are charged at 0.2% of the par amount of the bonds and are in addition to hourly fees for the drafting and review of bond documents. For example, if bonds are issued by the District at a par amount of \$10,000,000, then the Firm's opinion fee is \$20,000, and that fee is in addition to any other fees for drafting and review of bond documents. Other formal legal opinions requested by the Districts are also charged at a fixed fee. The amount of the fee is based upon the research that must be undertaken to render the opinion and the degree of risk to the Firm. However, apart from the opinion letter fee for the issuance of bonds, the Firm and the Districts must agree in advance regarding any exceptions to the hourly billing arrangement.

In addition to legal fees, the Firm may incur costs in the handling of District-related matters. Costs are passed through to our clients with no markup by the Firm. These costs include postage, deliveries, copies, and any charges billed to us by third-parties to obtain documents. The Firm will ask that the District pay in advance any cost in excess of \$300.

If the foregoing terms and conditions are acceptable to you, please have a copy of this letter executed by an authorized officer of the District and return it to the Firm. If you have any questions, please do not hesitate to call me.

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We appreciate the opportunity to represent you in this matter.

Very truly yours,

MILLER LAW pllc

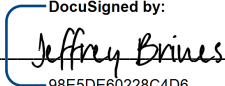


Dianne D. Miller

ACCEPTED this 17th day of February, 2023.

LAKEVIEW METROPOLITAN DISTRICT

Jeffrey Brines

By: _____
DocuSigned by:
 _____, President
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