

Fee Discounts per Master Development Agreement

Exhibit E of our application includes Section 7a of the Master Development Agreement between the Village, TSVI and the VTSV TIDD which specifically provides for a reduction of “between twenty-five percent (25%) and one hundred percent (100%)” on “Roadway/Pedestrian/Drainage/Public Spaces/Recreation Development Impact Fee, and any other Development Impact Fee imposed in connection with water, sewer or natural gas imposed by the Village”.

The Village and TSVI agreed to incorporate this provision in the MDA because the list of TIDD eligible projects addressed many of the projects such fees were intended to fund. A prerequisite for the discount was that TSVI follow through with construction of the relevant TIDD eligible improvements.

Per Exhibit D, to date TSVI has completed approximately \$23m of infrastructure with another \$7m of infrastructure in process. We are requesting the minimum discount in the applicable areas with one exception noted further below.

System Development Fee Credits

According to the documents in Exhibit A we are in possession of 39.36 water connection credits and 38.86 sewer connection credit traced back to Tom and Elisabeth Brownell's Thunderbird Lodge. We are also in possession of an estimated 5.0 connection credits for the pre-existing Tony Bryan structure on the current day Parcel D and will have an estimated 3.0 connection credits for the Terry Sports building on Parcel C. Finally, we are assuming any fees for the new public restrooms on the Parcel D site are offset by a credit for the existing public restrooms.

Exhibit B details our calculation of water and sewer fees for Parcels C & D under two approaches. Each approach results in \$102,699 of total fees paid to the Village.

Approach 1: Due to the high volume of credits we thought it would benefit the Village if we split the Brownell credits between our development sites on Parcels C & D so the Village would recognize cash flow for system development fees from both sites. This approach would require a letter from the Village committing to the calculation of fees for Parcel C (subject to a true-up on only the final square footages for that development).

Approach 2: Assumes we take enough of our available connection credits to result in no system development fees paid for Parcel D. The remaining connection credits would be applied to Parcel C or another development site in the future.

Road Impact Fee – Exhibit C

TSVI has spent \$4.7m on dedicated road and crossing improvements (Sutton Place) to date and has another \$4.1m in process (Ernie Blake and Thunderbird Roads and Crossings). These projects were specifically identified in the determination of the Road Impact Fee rate and no longer need to be funded by the Village. As a result, we are requesting the minimum 25% (\$38,861.41) discount.

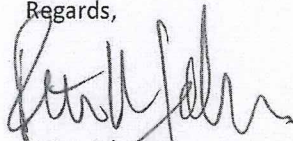
Parks & Recreation Impact Fee –Exhibit C

TSVI is constructing public restrooms in the Resort Services building of the Parcel D development project. Public restrooms in the Core Village were specifically identified in the determination of the Parks & Rec Impact Fee rate and TSVI will directly address that need. The cost of providing the public

restrooms far exceeds the impact fee TSVI would need to pay therefore TSVI is requesting a 100% (\$25,839.63) fee discount.

We appreciate your time and consideration of our requests and look forward to working with your staff to address any questions that arise in reviewing this application.

Regards,

A handwritten signature in black ink, appearing to read 'Peter Johnson', written over the printed name.

Peter Johnson

TSVI Director of Development

**WHITE,
KOCH, KELLY
&
McCARTHY**
A Professional Association

Exhibit A - Brownell Credits

Attorneys and Counselors at Law

John F. McCarthy, Jr.
Benjamin Phillips
Albert P. Gonzales
C.P.N. Thompson, Jr.
M. Karen Kilgore
Sandra J. Brinck
Aaron J. Wolf
Mary E. Walla
Rebecca Dempsey
John M. Hickey
Julie Wittenberger-Wagner
Julio B. Rose

Suzanne C. Odom

Special Counsel
Paul L. Bloom

July 27, 2005

Mr. Robert J. Straebel
Village Administrator
Village of Taos Ski Valley
PO Box 100
Taos Ski Valley, New Mexico 87525

Re: Thunderbird Lodge

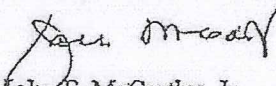
Dear Mr. Straebel:

This is to confirm that on August 8, 2005, the Thunderbird Lodge will transfer to Thunderbird Holdings LLC, a New Mexico limited liability company, 39.36 water connections and 38.86 sewer connections used at the Thunderbird Lodge. Tom and Elisabeth Brownell will retain 2.07 water connections and 2.07 sewer connections for use at the Brownell residence next to the Thunderbird Lodge.

This will also confirm that Tom and Elisabeth Brownell/Thunderbird Lodge, Inc. are retaining the credit with the Village for excess connections purchased, which equals \$7,838.82 in water connections and \$59,310.00 in sewer connections.

Thank you for your cooperation in this matter.

Very truly yours,


John F. McCarthy, Jr.

cc: Sue McDowell, Esq.

JFM:lg
796.002



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New Mexico 87525

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MAYOR:
Neal King

COUNCIL:
Kathleen V. Bennett
Eugene C. Mortimer
Barbara L. Wiard
Thomas P. Wittman

VILLAGE ADMINISTRATOR:
Robert J. Strabel

VILLAGE ATTORNEY:
Bruce A. Kelly

CLERK / TREASURER:
Vanessa N. Chisholm

July 25, 2005

Linda Wiessman
P.O. Box 362
Arroyo Seco, NM 87514

Dear Linda:

According to our discussions with Village Attorney Bruce Kelly, water and sewer connections for the Thunderbird Lodge property may be utilized on either or both of the lots being purchased. The connections you receive through the sale are considered usable for any phase of future development according to the Conditional Use Permit you received through the Village.

On a related note, I want to clarify the number of connections that can be utilized for your future development project. According to our records there is 41.43 water connections and 40.93 sewer connections for the entire Thunderbird Lodge property including Elizabeth's house. Since it has been established that Elizabeth needs 2.07 water and sewer connections to serve her residence, the remaining balance of connections for your redevelopment project are actually 39.36 ($41.43 - 2.07 = 39.36$) in water connections and 38.86 ($40.93 - 2.07 = 38.86$) in sewer connections. We apologize for any inconvenience this may have caused you.

As we have requested in the past, Elizabeth will have to draft a letter to the Village stipulating the number of connections she desires to retain in her ownership for continued use of her residence.

Sincerely,

Rob Strabel
Village Administrator

CC: Ann Marie Wooldridge, Utility Clerk

TAOS TITLE, INC.
FILE 6011004002

ASSIGNMENT OF WATER AND SEWER CONNECTIONS

Thunderbird Holdings, LLC, a New Mexico limited liability company, for valuable consideration, hereby assigns and transfers to Santander Holdings, LLC, a Delaware limited liability company, all right, title and interest in and to 19.68 water connections and 19.43 sewer connections which are appurtenant to Lot 3, Block H, of the O. E. Pattison Subdivision, located in the Village of Taos Ski Valley, New Mexico.

Dated this 30th day of May, 2008.

THUNDERBIRD HOLDINGS, LLC

TAOS COUNTY
ELAINE S. MONTANO, CLERK
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BY JACKA

By: Linda Oak Weissman
Linda Oak Weissman
Managing Member

ACKNOWLEDGMENT IN A REPRESENTATIVE CAPACITY

STATE OF NEW MEXICO)
) ss.
COUNTY OF TAOS)

The foregoing instrument was acknowledged before me this 30th day of May, 2008, by Linda Weissman, Managing Member of Thunderbird Holdings, LLC a New Mexico Limited Liability Company, on behalf of said company.

Melinda H. Fernandez
Notary Public

My Commission Expires: _____

OFFICIAL SEAL
MELINDA H. FERNANDEZ
NOTARY PUBLIC-STATE OF NEW MEXICO
My commission expires: 2/14/10

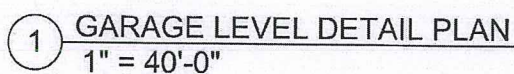


Exhibit B - Parcel D & C System Development Fee Calculation

Parcel D Building Program						
Space	Total SF	Garage	Level 1	Level 2	Level 3	Level 4
C1	1,759		1,759			
C2	2,170		2,170			
C3	1,263		1,263			
C4	129		129			
C5	3,588		1,788	1,800		
Total Commercial	8,909	-	7,109	1,800	-	-
R135	1,570		1,570			
R137	1,458		1,458			
R139	1,218		1,218			
R234	1,795			1,795		
R235	1,578			1,578		
R236	869			869		
R237	1,468			1,468		
R238	1,224			1,224		
R239	1,224			1,224		
R240	1,964			1,964		
R334	1,795				1,795	
R335	1,578				1,578	
R336	869				869	
R337	1,468				1,468	
R338	1,224				1,224	
R339	1,224				1,224	
R340	1,964				1,964	
R434	1,795					1,795
R435	1,578					1,578
R436	869					869
R437	1,468					1,468
R438	1,224					1,224
R439	1,224					1,224
R440	1,964					1,964
Total Residential	34,612	-	4,246	10,122	10,122	10,122
Garage	9,865	9,865				
Driveway	4,032	4,032				
Corridor	3,809	97	1,018	898	898	898
MEP/IT/Trash	2,917	2,005	244	204	204	260
Storage	1,936	1,277		239	239	181
Stairway	1,480	155	395	310	310	310
Vestibule/Lobby	925	341	266	106	106	106
Elevator Shaft	838	220	144	158	158	158
Amenity (Locker Room)	673		673			
Total Other	26,475	17,992	2,740	1,915	1,915	1,913
Total SF - Paint to Paint	69,996	17,992	14,095	13,837	12,037	12,035
Plus: TARE (walls)	6,505	1,857	1,525	1,196	935	992
Gross SF	76,501	19,849	15,620	15,033	12,972	13,027

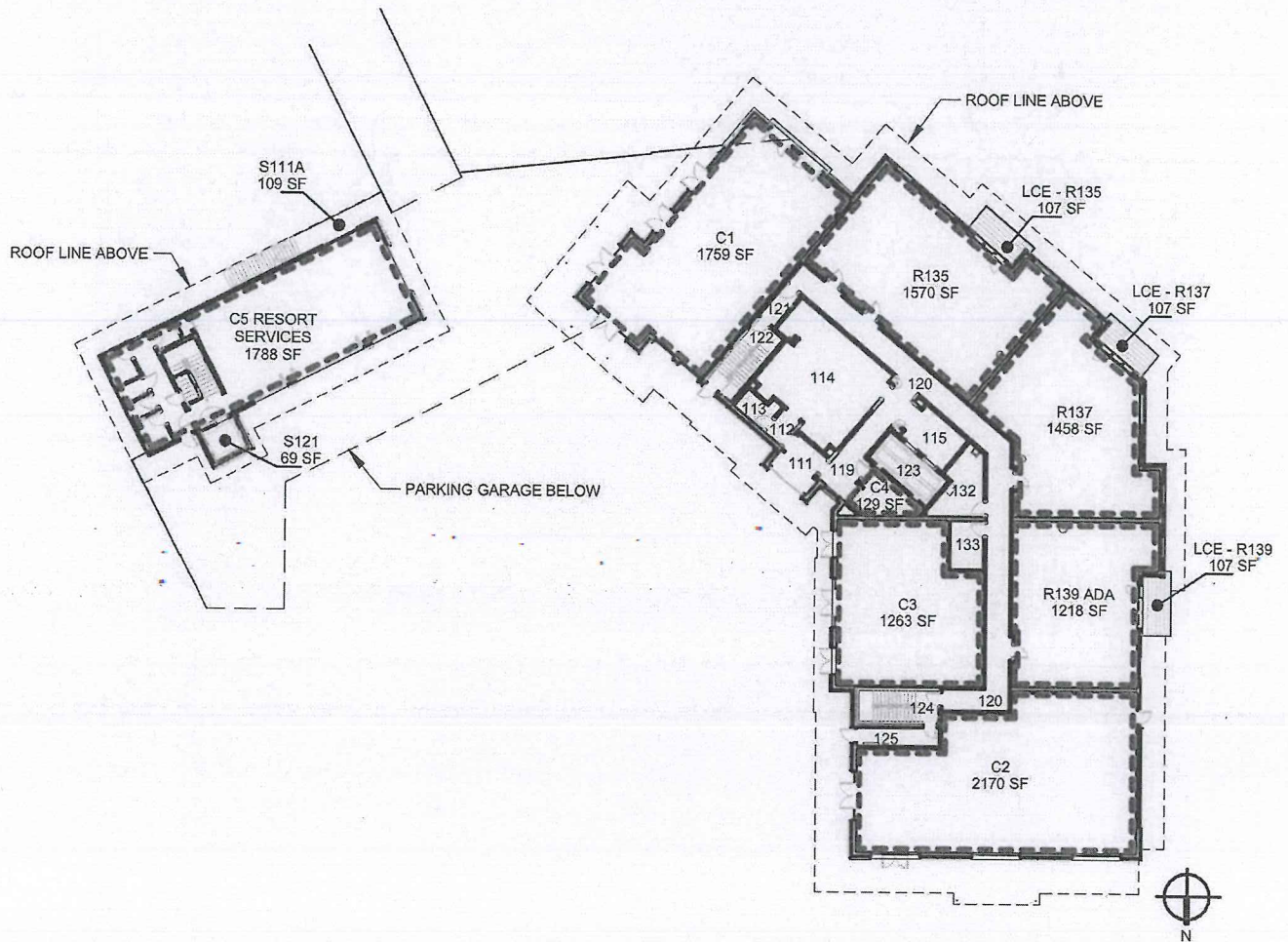
Approach 1			
	Parcel D	Parcel C (est)	Total
<u>Eligible Square Feet</u>			
Residential	34,612	37,000	71,612
Commercial	8,909	2,000	10,909
<u>EQR</u>			
Residential	28.84	30.83	59.68
Commercial	2.50	2.00	4.50
Public Restrooms	3.40		3.40
Total	34.74	32.83	67.58
<u>Credits</u>			
Brownell's Pass-Through	(19.50)	(19.50)	(39.00)
Tony Bryan	(5.00)		(5.00)
Terry Sports		(3.00)	(3.00)
Public Restrooms	(3.40)		(3.40)
	(27.90)	(22.50)	(50.40)
Net EQR	6.8433	10.3333	17.1767
Rate (water + sewer)	\$ 7,972	\$ 7,972	\$ 7,972
Gross Fee	\$ 54,555	\$ 82,377	\$ 136,932
Less: MDA Discount 25%	\$ (13,639)	\$ (20,594)	\$ (34,233)
	\$ 40,916	\$ 61,783	\$ 102,699

Approach 2			
	Parcel D	Parcel C	Total
<u>Eligible Square Feet</u>			
Residential	34,612	37,000	71,612
Commercial	8,909	2,000	10,909
<u>EQR</u>			
Residential	28.84	30.83	59.68
Commercial	2.50	2.00	4.50
Public Restrooms	3.40		3.40
Total	34.74	32.83	67.58
<u>Credits</u>			
Brownell's Pass-Through	(26.34)	(12.66)	(39.00)
Tony Bryan	(5.00)		(5.00)
Terry Sports		(3.00)	(3.00)
Public Restrooms	(3.40)		(3.40)
	(34.74)	(15.66)	(50.40)
Net EQR	0.0000	17.1766	17.1767
Rate (water + sewer)	\$ 7,972	\$ 7,972	\$ 7,972
Gross Fee	\$ -	\$ 136,932	\$ 136,932
Less: MDA Discount 25%	\$ -	\$ (34,233)	\$ (34,233)
	\$ -	\$ 102,699	\$ 102,699



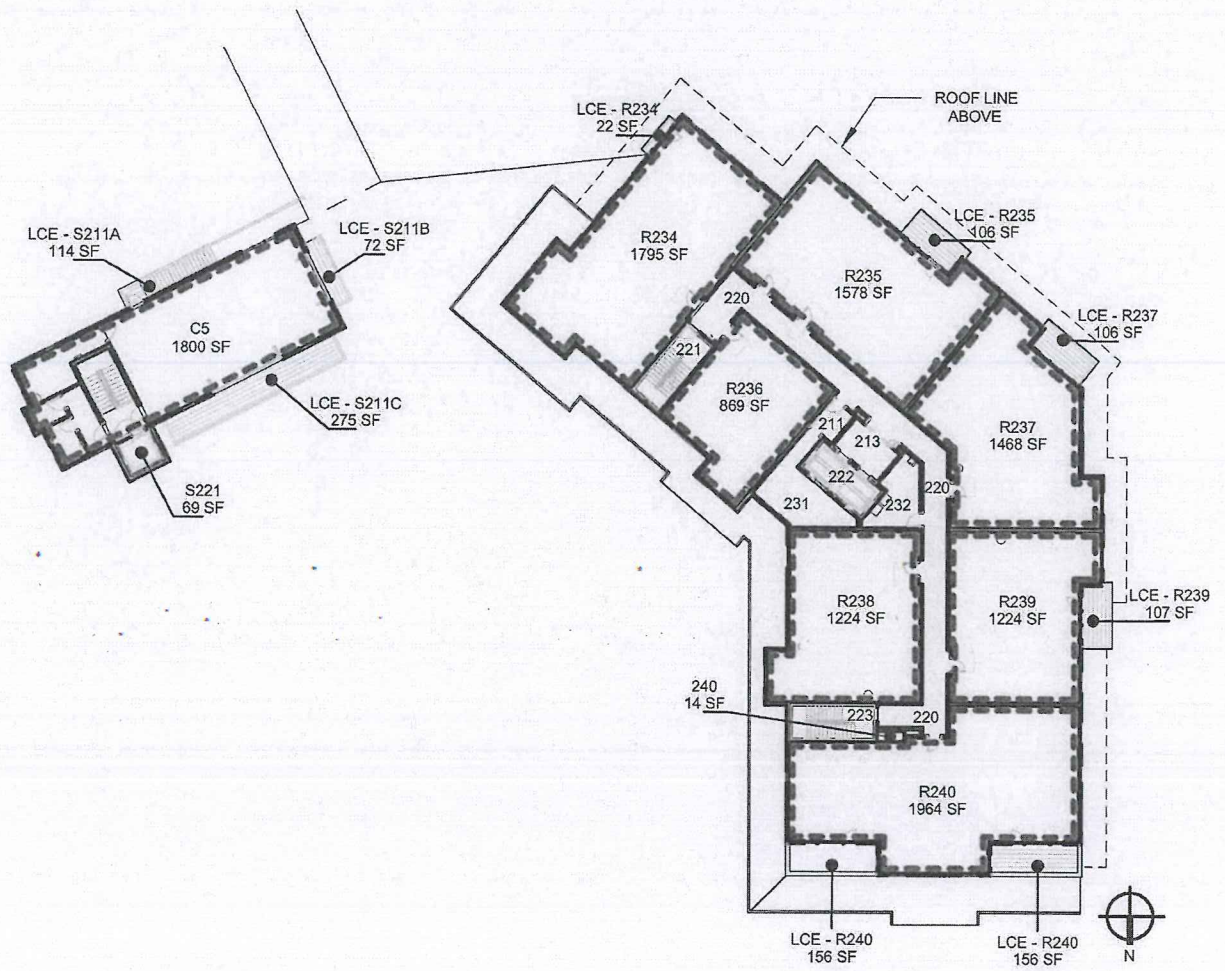
TSV Parcel D, a Condominium

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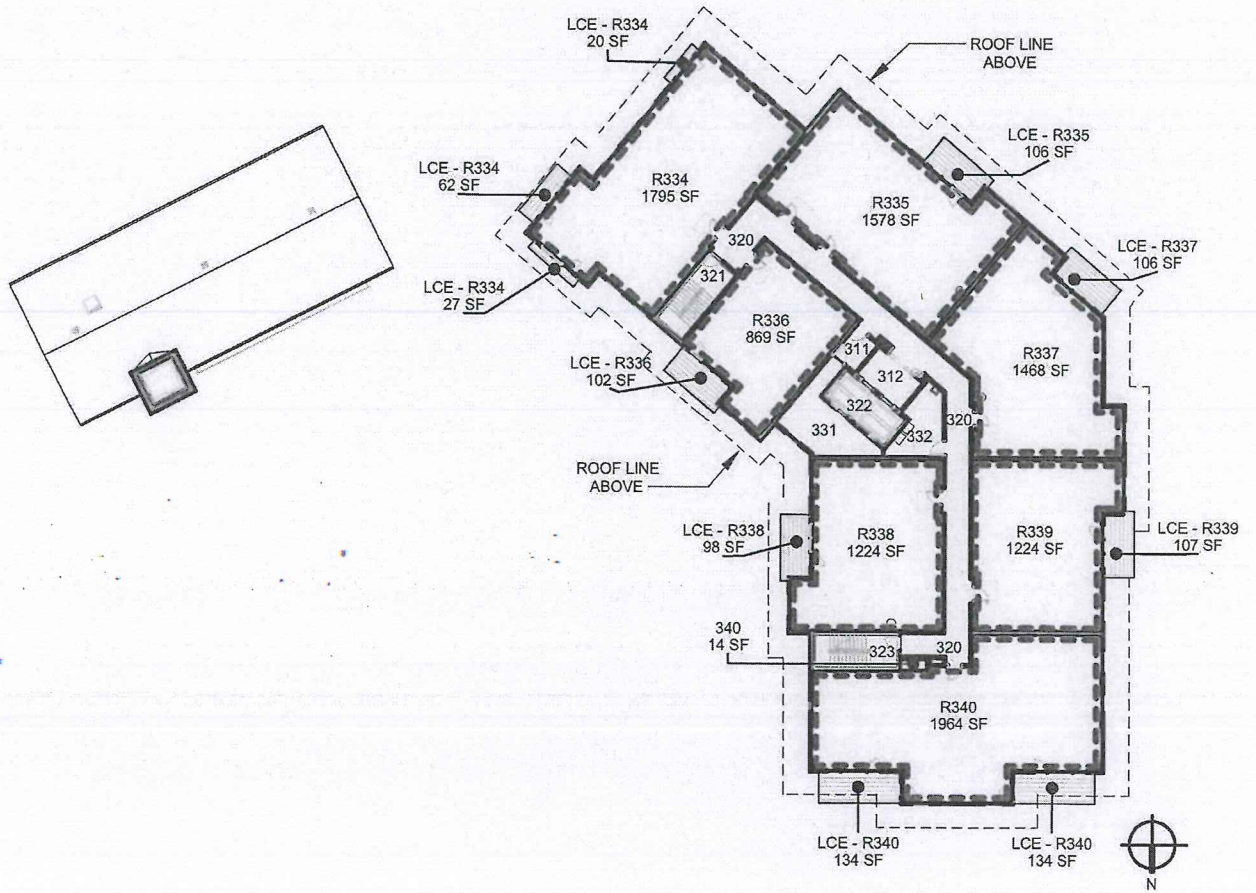


① LEVEL 1 DETAIL PLAN
1" = 40'-0"

TSV Parcel D, a Condominium

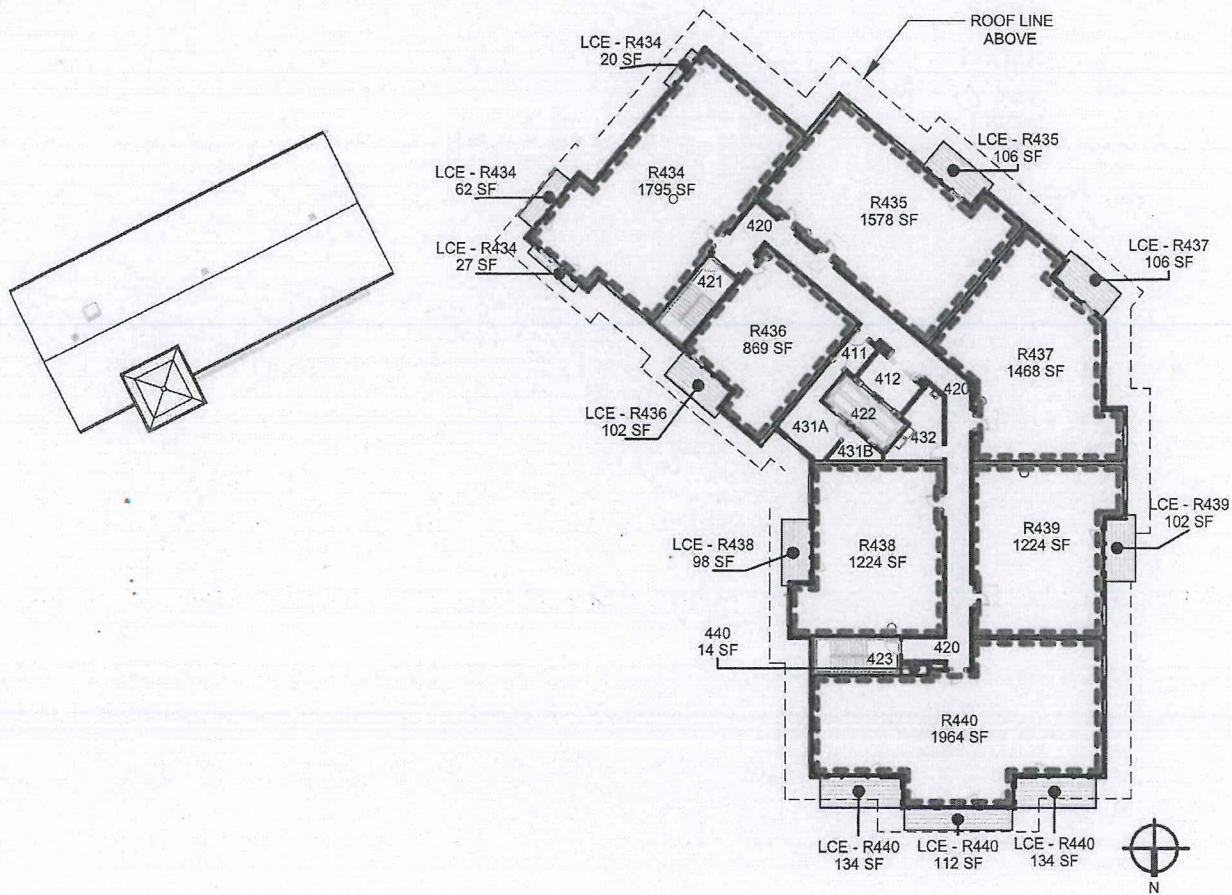


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1 LEVEL 3 DETAIL PLAN
1" = 40'-0"

TSV Parcel D, a Condominium

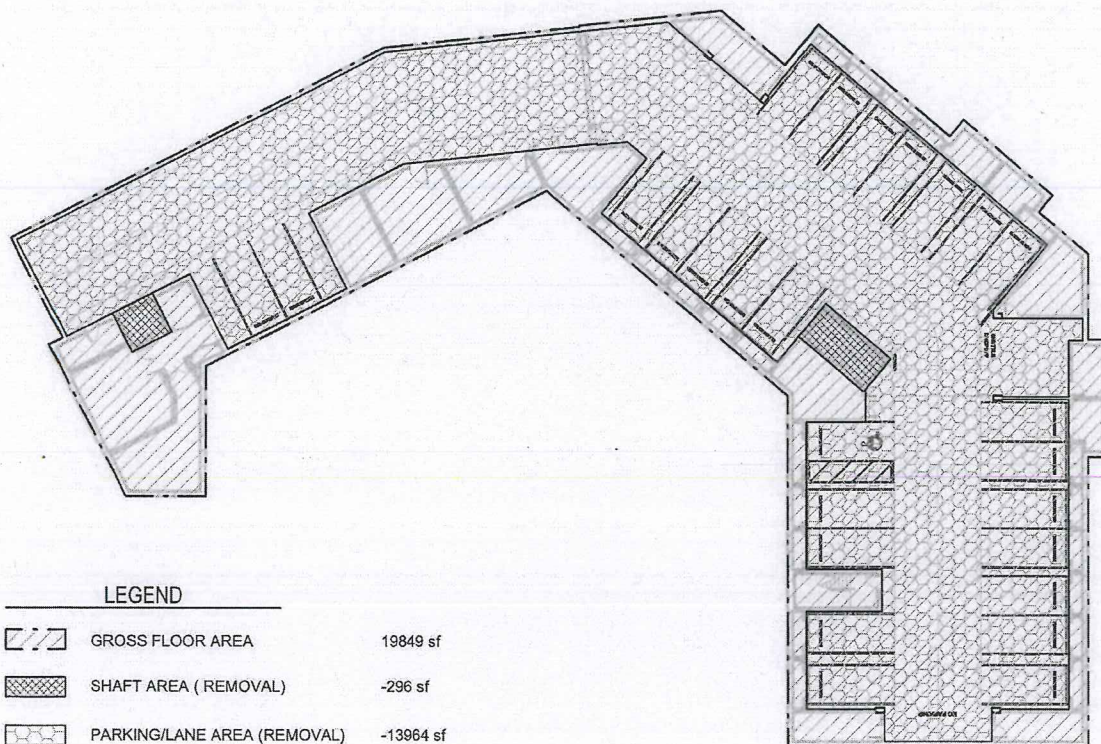


TSV Parcel D, a Condominium

Exhibit C - Parcel D Impact Fee Calculation

Building Program						
<u>Level</u>	<u>Gross SF*</u>	<u>Less: Garage</u>	<u>Less: Shafts</u>	<u>Net Building</u>	<u>Plus: Balcony</u>	<u>Impact SF</u>
Garage	19,849	(13,964)	(296)	5,589	-	5,589
Level 1	15,620	-	(907)	14,713	469	15,182
Level 2	15,033	-	(914)	14,119	1,131	15,250
Level 3	12,972	-	(600)	12,372	907	13,279
Level 4	13,027	-	(600)	12,427	1,021	13,448
Total	76,501	(13,964)	(3,317)	59,220	3,528	62,748
Fee Calculation						
<u>Fee Type</u>	<u>Rate</u>	<u>SF</u>	<u>Gross Fee</u>	<u>MDA Credit %*</u>	<u>MDA Credit \$*</u>	<u>Fee Due</u>
Roads	\$ 2.4773	62,748	\$ 155,445.62	25%	\$ (38,861.41)	\$ 116,584.22
Parks	\$ 0.4118	62,748	\$ 25,839.63	100%	\$ (25,839.63)	\$ -
Government Facilities	\$ 0.7738	62,748	\$ 48,554.40	0%	\$ -	\$ 48,554.40
Public safety	\$ 0.7095	62,748	\$ 44,519.71	0%	\$ -	\$ 44,519.71
	\$ 4.3724	76,501	\$ 274,359.36		\$ (64,701.03)	\$ 209,658.32

*Gross Square Footage included all space in the building from the outer edge of the exterior walls.

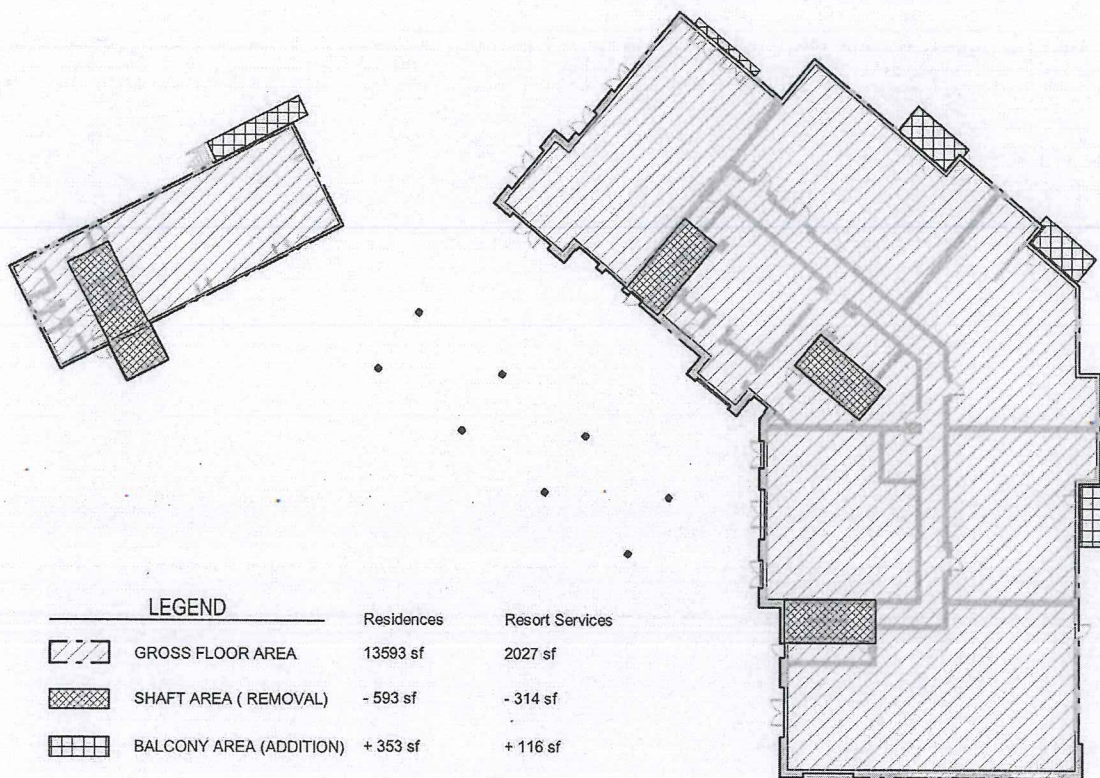


Total impact area = 5589 sf

1 GARAGE LEVEL PLAN
1" = 40'-0"



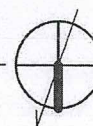
TSV Parcel D, a Condominium

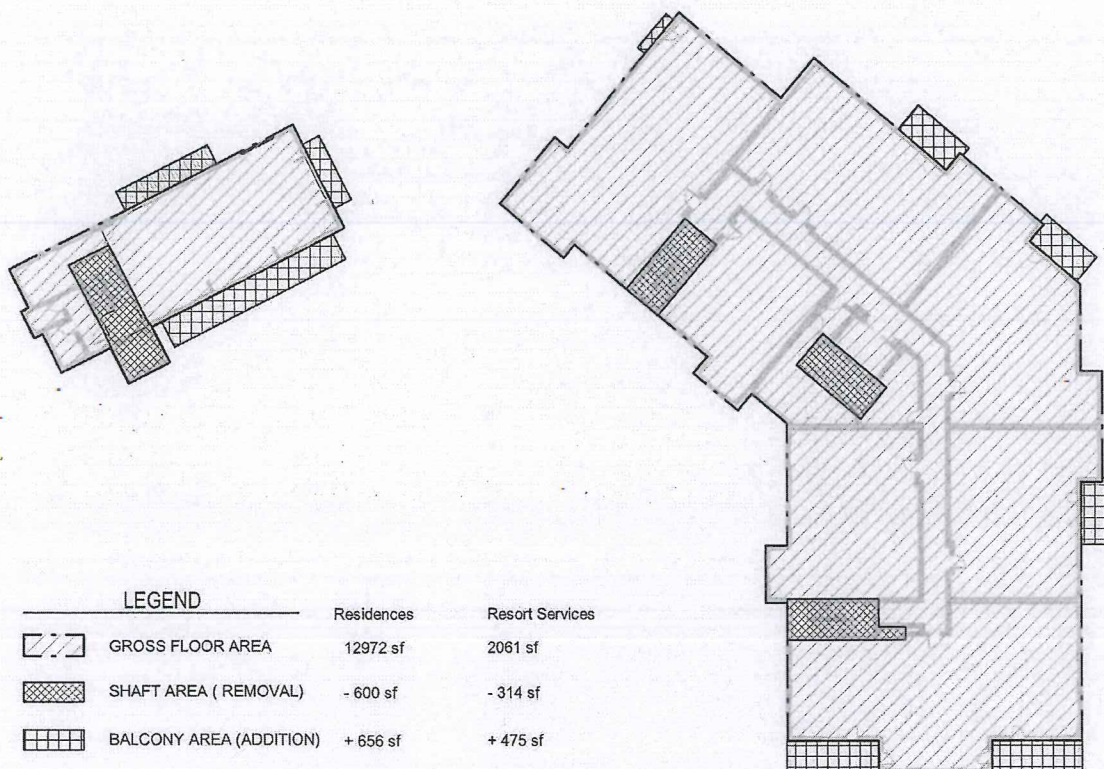


LEGEND		
	GROSS FLOOR AREA	
	SHAFT AREA (REMOVAL)	
	BALCONY AREA (ADDITION)	
	Residences	Resort Services
	13593 sf	2027 sf
	- 593 sf	- 314 sf
	+ 353 sf	+ 116 sf
	Sum = 13353 sf	1829sf

Total impact area = 15182 sf

1 LEVEL 1 PLAN
1" = 40'-0"








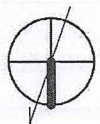
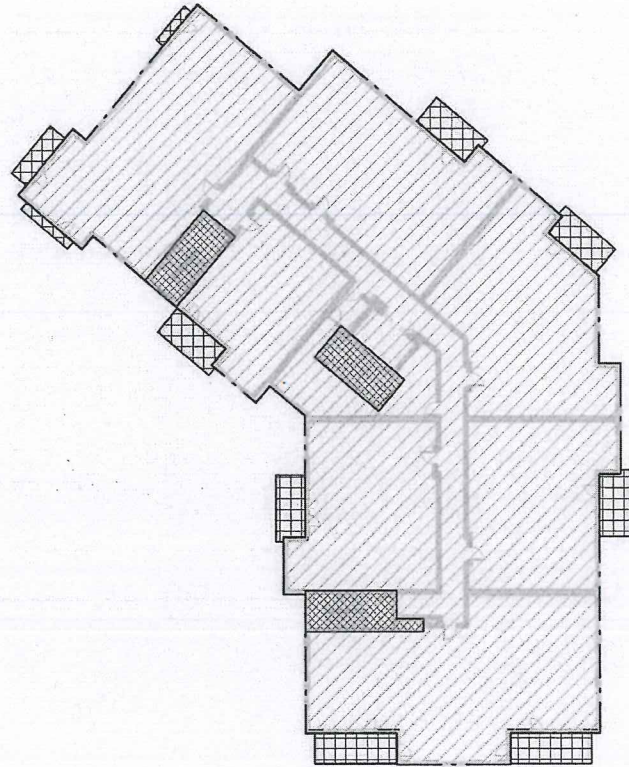
1 LEVEL 2 PLAN
1" = 40'-0"



TSV Parcel D, a Condominium




1 LEVEL 3 PLAN
1" = 40'-0"

LEGEND		
	GROSS FLOOR AREA	12972 sf
	SHAFT AREA (REMOVAL)	- 600 sf
	BALCONY AREA (ADDITION)	+ 907 sf
Total impact area = 13279 sf		

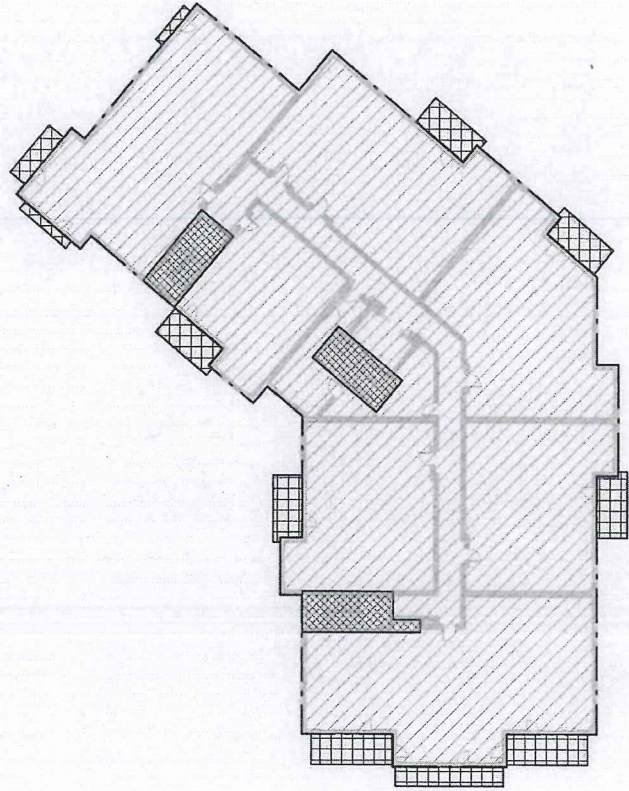


TSV Parcel D, a Condominium

1 LEVEL 4 PLAN
1" = 40'-0"

LEGEND		
	GROSS FLOOR AREA	13027 sf
	SHAFT AREA (REMOVAL)	- 600 sf
	BALCONY AREA (ADDITION)	+ 1021 sf

Total impact area = 13448 sf



TSV Parcel D, a Condominium

TSV Parcel DImpact Fee
Gross Areas

2/5/2019

Building	Level	Gross Floor Area Including Shafts	Shafts Areas (-)	Balcony Areas (+)	Impact Fee Area (including balconies + excluding shafts)
Garage	0	19849	296	0	19553
		Parking Lane/Drive Removal -	13964		
	total				5589
Residences	1	13593	593	353	13353
Residential Building	2	12972	600	656	13028
	3	12972	600	907	13279
	4	13027	600	1021	13448
	total	52564	2393	2937	53108
Resort Services	1	2027	314	116	1829
Resort Services Building	2	2061	314	475	2222
	total	4088	628	591	4051
Combined	0	19849	14260	0	5589
	1	15620	907	469	15182
	2	15033	914	1131	15250
	3	12972	600	907	13279
	4	13027	600	1021	13448
	total	76501	17281	3528	62748

TSV Parcel D, a Condominium

Exhibit D

February 15, 2019

Taos Ski Valley
Public Improvement Outlays

	Dedicated	2018 Dedication	In Process		Future Outlays	Total
			Costs to Date	Costs to Complete		
Public Spaces						
Mountain Plaza	\$ 1,538,545					\$ 1,538,545
River Restoration	\$ 1,276,058	\$ 1,014,407				\$ 2,290,465
Wayfinding/Signage	\$ 158,629					\$ 158,629
Parcel D Plaza & Bridge					\$ 1,500,000	\$ 1,500,000
	\$ 2,973,232	\$ 1,014,407	\$ -	\$ -	\$ 1,500,000	\$ 5,487,639
Route 150 Trench						
Natural Gas	\$ 4,797,795					\$ 4,797,795
Electric		\$ 4,946,816				\$ 4,946,816
Fiber			\$ 3,439,664			\$ 3,439,664
	\$ 4,797,795	\$ 4,946,816	\$ 3,439,664			\$ 13,184,275
Core Village Utilities						
Core Village Utils & Drainage	\$ 1,855,333	\$ 190,000				\$ 2,045,333
Paving		\$ 75,366				\$ 75,366
Detention Pond	\$ 528,187	\$ 66,652				\$ 594,839
Strawberry Hill Utilities		\$ 1,074,804				\$ 1,074,804
	\$ 2,383,520	\$ 1,216,822	\$ -	\$ -		\$ 3,600,342
Roads & Crossings						
Sutton Place Road	\$ 1,054,280					\$ 1,054,280
Sutton Place Crossing	\$ 3,549,770					\$ 3,549,770
Sutton Place Pedestrian Crossing		\$ 96,256				\$ 96,256
Ernie Blake Road & Crossing			\$ 2,014,245	\$ 600,000		\$ 2,614,245
Thunderbird Road & Crossing			\$ 493,317	\$ 100,000	\$ 900,000	\$ 1,493,317
Strawberry Crossing			\$ 967,265			\$ 967,265
	\$ 4,604,050	\$ 96,256	\$ 3,474,827	\$ 700,000	\$ 900,000	\$ 9,775,133
Administrative	\$ 1,360,284					\$ 1,360,284
TOTAL OUTLAY	\$ 16,118,881	\$ 7,274,301	\$ 6,914,491	\$ 700,000	\$ 2,400,000	\$ 33,407,673
TOTAL REIMBURSEMENT						\$ 3,650,000

Exhibit E - Master Development Agreement

prohibiting (a) the Village from hiring third parties to perform the maintenance activities and meeting the standards described in this Section, or (b) TSVI from participating in or contributing toward the maintenance of such improvements to the extent necessary or convenient to the operation of its properties which are proximate to the improvements. To the extent reasonably practicable, TSVI shall notify the Village prior to commencing or contributing to the cost of maintenance activities that are not otherwise subject to a written agreement between those Parties, and those Parties shall collaborate to determine the amount of reimbursement, if any, due to TSVI for maintenance activities conducted by or on behalf of TSVI at its cost; provided, that nothing herein shall be construed as obligating the Village to reimburse TSVI without prior written agreement to the same.

(ii) Maintenance of Street and Adjacent Sidewalk Improvements.

aa. Clear and gravel of accumulated snow by 7:30 a.m. prevailing Mountain Time and keep clear through 7 pm prevailing Mountain Time. Gravel shall be removed in a timely manner as needed to avoid washing into the retention pond.

bb. Clear adjacent sidewalks of accumulated snow by 7 am prevailing Mountain Time and keep clear through 8pm prevailing Mountain Time. Sidewalks will be maintained in a clean and safe condition, including maintenance and replacement of surfaces promptly as needed.

cc. Ensure that signage adheres to and is maintained in accordance with municipal code.

dd. Ensure any planters will be maintained, replaced and kept in good repair so as to enhance the appearance of streets in proximity to planters.

ee. Street improvements and adjacent sidewalks shall be open to the public at all times, subject to temporary closure during maintenance activities.

Section 7. Adjustment of TSVI Impact Fees. System Development Fees and Franchise Fees.

A. Development Fees. In connection with each individual TSVI project requiring the issuance of a Village construction permit, the Roadway/Pedestrian/Drainage Development Impact Fee, the Parks and Recreation/Open Space Development Impact Fee, the Public Spaces/Recreation Development Impact Fee, and any other Development Impact Fee imposed in connection with water, sewer or natural gas imposed by the Village and made applicable to such project shall be subject to a reduction of between twenty-five percent (25%) and one hundred percent (100%), which shall be mutually agreed upon by the Village and TSVI at the time that such fees would be payable. Factors to be considered in the determination of any fee reduction are the unreimbursed balance of TSVI's upfront outlays towards improvements the fee in question would address along with the Village's current Needs Assessment and Capital Improvements Plan documents at that time.