

**SOLARIS METROPOLITAN DISTRICT NOS. 1 -3**

**JOINT SPECIAL MEETING**

Wednesday, October 5, 2016 at 10:30 AM  
28 Second Street, Suite 213, Edwards, CO 81632

Ryan Smith, President  
Term to May, 2020

Peter Knobel, VP/Asst. Secretary  
Term to May, 2018

John Boord, VP/Secretary/Treasurer  
Term to May, 2020

Vacancy, VP/ Asst. Secretary  
Term to May, 2018

Sharon Puczynski, VP/Asst. Secretary  
Term to May, 2018

Agenda

1. Call to Order
  - a. Approval of Agenda
  - b. Declaration of Quorum/Disclosure of Potential Conflicts of Interest
2. New Business
  - a. Public Comment (items not on the agenda)
3. Legal Matters
  - a. District No. 1—Consider approval of a Resolution and other related documents authorizing the issuance of a Limited Tax Revenue Note (for Capital, Debt Service, and Operating Advances), Series 2016C, in an aggregate principal amount not to exceed \$1,900,000 for the purpose of repaying: (i) certain operating advances made to the District; (ii) certain debt service advances made to the District and (iii) certain capital advances made to the District; approving, ratifying and confirming the execution of certain documents related thereto; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.
  - b. District No. 1—Consider approval of the Amended and Restated Capital Pledge and Mill Levy Policy Agreement with Solaris Metropolitan District No. 2 and Solaris Metropolitan District No. 3 for the purpose of pledging certain revenues to the repayment of the Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds, Series 2016A and the Subordinate Limited Tax General Obligation Refunding Bonds, Series 2016B that Solaris Metropolitan District No. 3 intends to issue and the Limited Tax Revenue Note (for Capital, Debt Service, and Operating Advances), Series 2016C that Solaris Metropolitan District No. 1 intends to issue.
  - c. District No. 1—Review and approve Pay Application/Requisition that is accompanied by the certifications of Tamarack Consulting and Marchetti & Weaver with respect to District Eligible Costs under the Integrated Project Delivery Agreement that are to be paid from bond proceeds.
  - d. District No. 2—Consider approval of the Amended and Restated Capital Pledge and Mill Levy Policy Agreement with Solaris Metropolitan District No. 1 and Solaris Metropolitan District No. 3 for the purpose of pledging certain revenues to the repayment of the Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds, Series 2016A and the Subordinate Limited Tax General Obligation Refunding Bonds, Series 2016B that Solaris Metropolitan District No. 3 intends to issue and the Limited Tax

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Revenue Note (for Capital, Debt Service, and Operating Advances), Series 2016C that Solaris Metropolitan District No. 1 intends to issue.

- e. District No. 3--Consider approval of a Resolution authorizing the issuance of the Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds, Series 2016A, in an aggregate principal amount not to exceed \$40,000,000 (the "2016A Bonds"), for the purpose of: (i) refunding the Property Tax Revenue Multi-Modal Bonds, Series 2013; (ii) repaying amounts due for public improvements under the Omnibus Funding and Reimbursement Agreement; (iii) funding the Senior Reserve Fund and (iv) paying the costs of issuance; and authorizing an Indenture of Trust, a Bond Purchase Agreement, Continuing Disclosure Undertaking, Tax Compliance Certificate, Post Issuance Tax Compliance Policy and other related documents authorizing the issuance of such indebtedness; approving, ratifying and confirming the execution of certain documents related thereto; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.
  - f. District No. 3—Consider approval of a Resolution authorizing the issuance of the Subordinate Limited Tax General Obligation Refunding Bonds, Series 2016B, in an aggregate principal amount not to exceed \$6,000,000 (the "2016B Bonds"), for the purpose of: (i) repaying amounts due for public improvements under the Omnibus Funding and Reimbursement Agreement and (ii) paying the costs of issuance; and authorizing an Indenture of Trust, a Bond Purchase Agreement, Continuing Disclosure Undertaking, Tax Compliance Certificate, Post Issuance Tax Compliance Policy and other related documents authorizing the issuance of such indebtedness; approving, ratifying and confirming the execution of certain documents related thereto; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.
  - g. District No. 3—Consider approval of the Amended and Restated Capital Pledge and Mill Levy Policy Agreement with Solaris Metropolitan District No. 1 and Solaris Metropolitan District No. 2 for the purpose of pledging certain revenues to the repayment of the Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds, Series 2016A and the Subordinate Limited Tax General Obligation Refunding Bonds, Series 2016B that Solaris Metropolitan District No. 3 intends to issue and the Limited Tax Revenue Note (for Capital, Debt Service, and Operating Advances), Series 2016C that Solaris Metropolitan District No. 1 intends to issue.
  - h. District Nos. 1-3—Consider approval of Funding and Reimbursement Agreement (Operations and Maintenance)
  - i. District Nos. 1-3—Consider approval of Omnibus Funding and Reimbursement Agreement, including termination of past agreements being superseded by the Omnibus Funding and Reimbursement Agreement on the effective date of the Omnibus Funding and Reimbursement Agreement.
- 4. Financial Matters
  - 5. Other Business
  - 6. Adjourn