

NOTICE OF SPECIAL MEETING
THE LAKES AT CENTERRA METROPOLITAN DISTRICTS NOS. 1-3
www.lakesatcenterramd.com

NOTICE IS HEREBY GIVEN that a Special meeting of the Board of Directors of The Lakes at Centerra Metropolitan District, Larimer County, Colorado, has been scheduled for Thursday, March 24, 2022 at 3:30 p.m. virtually via MS Teams. At such meeting, the Board shall conduct the regular business of the District and any other business which may come before the Board. All meetings are open to the public. The Board reserves the right to adjourn to an executive session to discuss items allowed under C.R.S. 24-6-402(4).

NOTICE PURSUANT TO § 32-1-903(3), C.R.S.: The Board of Directors of **THE LAKES AT CENTERRA METROPOLITAN DISTRICT NO. 2** intends to make a final determination to issue general obligation indebtedness consisting of (i) its Junior Lien Limited Tax General Obligation Bonds, Series 2022C (the “Series 2022C Bonds”) to be secured by a lien on pledged revenue, including a debt service mill levy imposed upon all taxable property within District No. 2 and within The Lakes at Centerra Metropolitan District No. 3 (“District No. 3”), and in connection therewith, adopt an authorizing resolution approving the form of financing documents including an Indenture of Trust (Junior Lien) with UMB Bank, n.a., Junior Lien Capital Pledge Agreement with District No. 3 and UMB Bank, n.a., a Preliminary Limited Offering Memorandum, a Limited Offering Memorandum, Bond Purchase Agreement with Wells Fargo Securities, LLC, Continuing Disclosure Agreement, and all other financing documents related to District No. 2’s issuance of the Series 2022C Bonds, and (ii) its Taxable Junior Subordinate Limited Tax General Obligation Bonds, Series 2022D (the “Series 2022D Bonds”) to be secured by a lien on pledged revenue, including a debt service mill levy imposed upon all taxable property within District No. 2 and District No. 3, and in connection therewith, adopt an authorizing resolution approving the form of financing documents including an Indenture of Trust (Junior Subordinate) with UMB Bank, n.a., Junior Subordinate Capital Pledge Agreement with District No. 3 and UMB Bank, n.a., and all other financing documents related to District No. 2’s issuance of the Series 2022D Bonds.

NOTICE PURSUANT TO § 32-1-903(3), C.R.S.: The Board of Directors of **THE LAKES AT CENTERRA METROPOLITAN DISTRICT NO. 3** intends to make a final determination to issue general obligation indebtedness in the form of (i) a Junior Lien Capital Pledge Agreement with The Lakes at Centerra Metropolitan District No. 2 (“District No. 2”) and UMB Bank, n.a., pledging certain revenues collected from a debt service mill levy imposed upon all taxable property within District No. 3, to District No. 2 in connection with the issuance of District No. 2’s Series 2022C Bonds, and (ii) a Junior Subordinate Capital Pledge Agreement with District No. 2 and UMB Bank, n.a., pledging certain revenues collected from a debt service mill levy imposed upon all taxable property within District No. 3, to District No. 2 in connection with the issuance of District No. 2’s Series 2022D Bonds.

THE LAKES AT CENTERRA METROPOLITAN DISTRICTS NOS. 1 & 3

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expiration</u>
Kim Perry	President & Chairperson	May 2022
Tim DePeder	Vice President/Asst. Secretary	May 2023
Josh Kane	Secretary/Treasurer	May 2022
Wendy Messinger	Asst. Treasurer	May 2022
VACANT	Asst. Secretary	May 2023

THE LAKES AT CENTERRA METROPOLITAN DISTRICT NO. 2

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expiration</u>
Kim Perry	President & Chairperson	May 2022
Gary Dreith	Vice President/Asst. Secretary	May 2023
Josh Kane	Secretary/Treasurer	May 2022
Wendy Messinger	Asst. Treasurer	May 2022
Ralph Mathes	Asst. Secretary	May 2023

DATE: MARCH 24, 2022 (Thursday)
TIME: 3:30 P.M.
PLACE: MS TEAMS AND TELECONFERENCE

[Click here to join the meeting](#) (Please press the control key and click to access hyperlink)
<https://tinyurl.com/49ft4kua> This link can be copied into your web browser
+1 720-721-3140/Conference ID: 317 752 494# (If joining the meeting by phone)

The Lakes at Centerra Metropolitan District No. 2

I. ADMINISTRATIVE ITEMS

- A. Call to Order.
- B. Declaration of Quorum/Director disclosure of any potential conflicts of interest.
- C. Consider Approval of Agenda.
- D. Approval of Minutes – January 27, 2022 Regular meeting Minutes.
- E. Public Comment. Comments are limited to three (3) minutes per speaker.

II. FINANCIAL ITEMS

- A. Consideration and Approval by The Lakes at Centerra Metropolitan District No. 2 (District No. 2”) of an Authorizing Resolution Regarding the Issuance of its Junior Lien Limited Tax General Obligation Bonds, Series 2022C Bonds (“Series 2022C Bonds”), and in connection therewith, approving the following and authorizing the execution of same: Indenture of Trust (Junior Lien) with UMB Bank, n.a., Junior Lien Capital Pledge Agreement with The Lakes at Centerra Metropolitan District

No. 3 (“District No. 3”) and UMB Bank, n.a., a Preliminary Limited Offering Memorandum, a Limited Offering Memorandum, Continuing Disclosure Agreement, Bond Purchase Agreement with Wells Fargo Securities, LLC, Proposed Modification to Term Sheet to Address Discharge Date and Alternate Sale Options Based on Changed Market Conditions, and all other financing documents related to the issuance of District No. 2’s issuance of its Series 2022C Bonds.

- B. Consideration and Approval by District No. 2 of an Authorizing Resolution Regarding the Issuance its Taxable Junior Subordinate Limited Tax General Obligation Bonds, Series 2022D Bonds (“Series 2022D Bonds”), and in connection therewith, approving the following and authorizing the execution of same: Indenture of Trust (Junior Subordinate) with UMB Bank, n.a., Junior Subordinate Capital Pledge Agreement with District No. 3 and UMB Bank, n.a., and all other financing documents related to the issuance of District No. 2’s issuance of its Series 2022D Bonds

III. LEGAL ITEMS

- A. Consideration and Approval of First Amendment to Amended and Restated Intergovernmental Agreement Concerning District Operations with District Nos. 1, 2 and 3

IV. ITEMS FROM DIRECTORS

V. OTHER MATTERS

- VI. EXECUTIVE SESSION**, pursuant to Colorado Open Meeting Law §24-6-402(4)(b) to consult with or receive advice from attorney regarding specific legal items and §24-6-402(4)(e) to determine positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.

VII. ADJOURNMENT

The Lakes at Centerra Metropolitan District Nos. 1 & 3

I. ADMINISTRATIVE ITEMS

- A. Call to Order.
- B. Declaration of Quorum/Director disclosure of any potential conflicts of interest.
- C. Consider Approval of Agenda.
- D. Public Comment. Comments are limited to three (3) minutes per speaker.

II. CONSENT AGENDA

- A. Approval of Minutes – January 27, 2022 Regular Meeting Minutes.
- B. Ratification of Claims Presented for Payment.

III. CAPITAL INFRASTRUCTURE ITEMS

IV. FINANCIAL ITEMS

- A. Finance Manager’s Report.
- B. Consideration and Approval of a Resolution of District No. 3 authorizing the imposition of an ad valorem mill levy and the execution and delivery of a Junior Lien Capital Pledge Agreement with District No. 2 and UMB Bank, n.a. in connection with District No. 2’s issuance of its Series 2022C Bonds.
- C. Consideration and Approval of a Resolution of District No. 3 authorizing the imposition of an ad valorem mill levy and the execution and delivery of a Junior Subordinate Capital Pledge Agreement with District No. 2 and UMB Bank, n.a. in connection with District No. 2’s issuance of its Series 2022D Bonds.

V. LEGAL ITEMS

- A. Consideration and Approval of First Amendment to Amended and Restated Intergovernmental Agreement Concerning District Operations with District Nos. 1, 2 and 3.

VI. DISTRICT MANAGER ITEMS

VII. ITEMS FROM DIRECTORS

VIII. OTHER MATTERS

- IX. EXECUTIVE SESSION**, pursuant to Colorado Open Meeting Law §24-6-402(4)(b) to consult with or receive advice from attorney regarding specific legal items and §24-6-402(4)(e)(I) to determine positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.

X. ADJOURNMENT

Should an individual require accommodation in order to participate at the meeting, the District requests that the individual contact the District’s office in advance of the public meeting to provide notice of the requested accommodation.

THE LAKES AT CENTERRA METROPOLITAN DISTRICT NO. 1
THE LAKES AT CENTERRA METROPOLITAN DISTRICT NO. 2
THE LAKES AT CENTERRA METROPOLITAN DISTRICT NO. 3

By _____/s/Kieyesia Conaway_____
Administrator for the Districts