

NOTICE OF SPECIAL MEETING

**UPLANDS METROPOLITAN DISTRICT NO. 2
CITY OF WESTMINSTER, ADAMS COUNTY, COLORADO**

NOTICE IS HEREBY GIVEN that the Board of Directors of the Uplands Metropolitan District No. 2 (the “**Board**”), City of Westminster, Adams County, Colorado, will meet in special session on **September 18, 2023, at 10:00 a.m., at Irving Street Library, 7392 Irving Street, Room A, Westminster, Colorado 80030**, and via video / conference call. Members of the public are encouraged to participate via video / conference call in one of the following ways:

To attend via Zoom videoconference, use the following link:

<https://us02web.zoom.us/j/81832847430?pwd=eFo5dmZlTENhOW5KdHJOWkRuRXNNZz09>

To attend via telephone, dial 253-215-8782 and enter Meeting ID 818 3284 7430, Passcode 137980

THIS MEETING WILL BE ACCESSIBLE BY VIDEO / TELEPHONIC MEANS. THERE WILL BE AT LEAST ONE PERSON PRESENT AT THE PHYSICAL LOCATION POSTED ON THIS NOTICE.

At this meeting, it is anticipated that the Board of Uplands Metropolitan District No. 2 (“**District No. 2**”) will make a final determination respecting the issuance of general obligation indebtedness in the form of Capital Pledge Agreements. Specifically, the Board will consider adoption of a Resolution authorizing the execution and delivery of Capital Pledge Agreements with Uplands Metropolitan District No. 1 (“**District No. 1**” and, together with District No. 2, the “**Districts**”), and BOKF, NA, as Trustee thereunder, for the purpose of securing as specified therein the District No. 1 Limited Tax General Obligation Bonds, Series 2023A (the “**Series 2023A Bonds**”), and Subordinate Limited Tax General Obligation Bonds, Series 2023B₍₃₎ (the “**Series 2023B Bonds**” and, together with the Series 2023A Bonds, the “**Series 2023 Bonds**”), in the combined maximum aggregate principal amount of \$55,000,000, for the purpose of paying or reimbursing costs of public improvements for the Districts, and the execution and delivery by the Districts of related financing documents in connection therewith; authorizing incidental action; and repealing prior inconsistent actions.

The Board will also take up such other business as may be before the Board. The meeting is open to the public.

Pursuant to the provisions of the Supplemental Public Securities Act, (i) no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the authorization or issuance of such bonds may be commenced more than thirty days after the authorization of such bonds pursuant to the aforementioned resolution; and (ii) one or more members of the Board may participate in this meeting and may vote on the foregoing matters through the use of a conference telephone or other telecommunications device.

This notice is given by order of the Board of Uplands Metropolitan District No. 2.

**UPLANDS METROPOLITAN DISTRICT NO. 2
CITY OF WESTMINSTER, ADAMS COUNTY, COLORADO**

By: /s/ Paula J. Williams
Attorney for the District

Posted on the District website not less than 24-hours prior to the meeting.

UPLANDS METROPOLITAN DISTRICT NOS. 1 AND 2
 450 E. 17th Avenue, Suite 400
 Denver, Colorado 80203
 Phone: 303-592-4380

NOTICE OF JOINT SPECIAL MEETING AND AGENDA

DATE:	September 18, 2023
TIME:	10:00 a.m.
PLACE:	Irving Street Library – Room A 7392 Irving Street Westminster, CO 80030 And via video/teleconference
ACCESS:	1. To attend via Zoom Videoconference, email ewill@specialdistrictlaw.com to obtain a link to the videoconference. 2. To attend via telephone, dial 1-253-215-8782 and enter the following information: Meeting ID 818 3284 7430 / Passcode 137980

<u>Boards of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Chad Ellington	President	May, 2025
Amber Sands	Secretary	May, 2025
Matt Childers	Treasurer	May, 2025
Mark Nickless	Assistant Secretary	May, 2027
Jeff Handlin	Assistant Secretary	May, 2027

I. ADMINISTRATIVE MATTERS

A. Present disclosures of potential conflicts of interest.

B. Confirm quorum, location of meeting and posting of meeting notices. Approve agenda.

- C. Discuss and consider approval of December 14, 2022 Organizational Meeting Minutes and August 22, 2023 Special Meeting Minutes (enclosures).
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II. LEGAL MATTERS

- A. **[District No. 1]** Conduct Public Hearing to consider the exclusion of approximately 26.121 acres of property owned by VPDF Uplands LLC. Consider adoption of Resolution No. 2023-09-01, Resolution for Inclusion of Real Property (enclosures – Petition and Resolution).
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- B. Discuss and consider approval of Inclusion Agreement by and between Uplands Metropolitan District No. 1, Uplands Metropolitan District No. 2, and VPDF Uplands LLC, and Westminster Neighborhood Mixed Use, LLC (enclosure).
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- C. **[District No. 1]** Discuss and consider approval of Developer Facilities Funding and Acquisition Agreement between the District, Westminster OC, LLC, and Westminster Neighborhood Mixed Use, LLC (enclosure).
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- D. Discuss and consider adoption of Resolution No. 2023-09-02; Joint Resolution of Uplands Metropolitan District No. 1 and Uplands Metropolitan District No. 2 Regarding Coordinated Operations and Financing and Construction of Public Improvements (enclosure).
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III. FINANCIAL MATTERS

- A. **[District No. 1]** Conduct Public Hearing to consider amendment of the 2023 Budget. Consider adoption of Resolution No. 2023-09-03, Resolution to Amend the 2023 Budget (enclosure).
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- B. Discuss status of 2023 bond issuance.

- i. **[District No. 1]** Discuss and consider adoption of a resolution authorizing the issuance of District No. 1’s Limited Tax General Obligation Bonds, Series 2023A (the “**Series 2023A Bonds**”), and Subordinate Limited Tax General Obligation Bonds, Series 2023B⁽³⁾, (the “**Series 2023B Bonds**” and, together with the Series 2023A Bonds, the “**Series 2023 Bonds**”), in the combined maximum aggregate principal amount of \$55,000,000, for the purpose of paying or reimbursing the costs of public improvements for District No. 1 and Uplands Metropolitan District No. 2 (“**District No. 2**” and, together with District No. 1, the “**Districts**”). The resolution will also authorize approval of the Preliminary Limited Offering Memorandum (“**PLOM**”) and provide direction to take the necessary steps to finalize the PLOM and delegate approval of the Limited Offering Memorandum to an authorized representative of District No. 1, authorize the execution of indentures of trust, a bond purchase agreement, placement agent agreement, capital pledge agreements and such other documents, certificates, and instruments as may be necessary or required to effect the transactions contemplated thereunder; ratifying and confirming the execution of certain other documents, making determinations and findings as to matters related to the transactions contemplated under the indentures of trust; authorizing incidental actions; and repealing prior inconsistent actions. The resolution will also authorize District No. 1 to enter into Capital Pledge Agreements with District No. 2 and the bond trustee, approving the form of the Capital Pledge Agreements thereof, and authorizing the execution and delivery thereof and performance by the Districts thereunder; authorizing incidental actions; and repealing prior inconsistent actions.
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- ii. **[District Nos. 2]** Discuss and consider adoption of a Resolution authorizing the execution and delivery of Capital Pledge Agreements with Uplands Metropolitan District No. 1 (“**District No. 1**” and, together with District No. 2, the “**Districts**”), and BOKF, NA, as Trustee thereunder, for the purpose of securing as specified therein the District No. 1 Limited Tax General Obligation Bonds, Series 2023A (the “**Series 2023A Bonds**”), and Subordinate Limited Tax General Obligation Bonds, Series 2023B⁽³⁾ (the “**Series 2023B Bonds**” and, together with the Series 2023A Bonds, the “**Series 2023 Bonds**”), in the combined maximum aggregate principal amount of \$55,000,000, for the purpose of paying or reimbursing costs of public improvements for the Districts, and the execution and delivery by the Districts of related financing documents in connection therewith; authorizing incidental action; and repealing prior inconsistent actions.
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III. CONSTRUCTION MATTERS

- A. Discuss 2023 development/construction outlook.
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IV. OTHER BUSINESS

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V. ADJOURNMENT

The next regular meeting is scheduled for December 4, 2023.