

NOTICE OF JOINT SPECIAL MEETING & AGENDA
DAWSON TRAILS METROPOLITAN DISTRICT NOS. 1-7
8390 East Crescent Parkway, Suite 300, Greenwood Village, CO 80111
December 12, 2022
10:30 A.M.

*This meeting will also be held via teleconferencing and can be joined through the directions below:
(303) 858-1802; pin 1102*

Dawson Trails Metropolitan District Nos. 1 - 7 Boards of Directors

Lawrence P, Jacobson, President	Term to May 2023
Jeffrey Jacob Schroeder, Secretary/Treasurer	Term to May 2023
Andrew Klein, Assistant Secretary	Term to May 2023
VACANT	Term to May 2025
VACANT	Term to May 2025

1. ADMINISTRATIVE MATTERS

- a. Call to Order
- b. Declaration of Quorum and Confirmation of Director Qualifications
- c. Reaffirmation of Disclosures of Potential or Existing Conflicts of Interest
- d. Approval of Agenda

2. PUBLIC COMMENT (Items not on the Agenda; Comments limited to three minutes per person)

3. CONSENT AGENDA ITEMS (These items are considered to be routine and will be approved by one motion. There will be no separate discussion of these items unless requested, in which event, the item will be removed from the Consent Agenda and considered in the Regular Agenda. **Enclosures included in electronic packets; hard copies available upon request.**)

- a. Approval of Joint Special Meeting Minutes from November 28, 2022 (**enclosure**)
- b. Approval of Independent Contractor Agreement for Third-Party Cost Certification Services with Scheido Group, LLC (District No. 1) (**enclosure**)
- c. Ratification of Engagement of Kutak Rock as Bond Counsel for 2023 Bond Issuance (**enclosure**)
- d. Approval of Dawson Trails Retail Infrastructure Assistance Agreement with Town of Castle Rock and ACM Dawson Trails VIII JV, LLC (District No. 1) (**enclosure**)

4. BOND MATTERS

- a. District No. 1: 2023 Bonds
 - i. Consider adoption of a Resolution authorizing the issuance by Dawson Trails Metropolitan District No. 1 (the "District") of its Limited Tax General Obligation Convertible Capital Appreciation Bonds, Series 2023, in an approximate aggregate principal amount of \$110,000,000 (the "Bonds"), for the purposes of paying or reimbursing costs of public improvements serving the residents and taxpayers of the District and paying costs incidental to the issuance of the Bonds; approving the parameters of the Bond terms; authorizing the levy of ad valorem property taxes for the payment thereof; approving an Indenture of Trust, the Pledge Agreements, a Bond Purchase Agreement, a Continuing Disclosure Agreement and other financing documents and instruments; authorizing the execution and delivery thereof and performance by the District thereunder; appointing a District Representative to act on behalf of the District under the Indenture of Trust; appointing an Authorized Delegate to make certain determinations relating to the Bonds (within the parameters so approved) as authorized under Section 11-57-205, C.R.S.; making determinations and findings as to matters related thereto; authorizing incidental

action; repealing prior inconsistent actions; and establishing the effective date thereof.
(enclosure)

b. District No. 2: Capital Pledge Agreement

- i. Consider adoption of a Resolution authorizing Dawson Trails Metropolitan District No. 2 (“District No. 2”) enter into a Capital Pledge Agreement (the “District No. 2 Pledge Agreement”) with the District; approving the form and terms thereof; authorizing District No. 2 to execute and deliver the District No. 2 Pledge Agreement (which initially, shall constitute an obligation of District No. 2 subject to annual appropriation); authorizing District No. 2 to incur the indebtedness represented by the District No. 2 Pledge Agreement (which converts from an obligation subject to annual appropriation to indebtedness of District No. 2 as provided therein); authorizing the levy of ad valorem property taxes by District No. 2 in satisfaction of its obligations under the District No. 2 Pledge Agreement; authorizing District No. 2 to execute and deliver other financing documents and instruments and perform its obligations thereunder; making determinations and findings as to other matters related thereto; authorizing incidental action; and repealing prior inconsistent actions. **(enclosure)**

c. District No. 3: Capital Pledge Agreement

- i. Consider adoption of a Resolution authorizing Dawson Trails Metropolitan District No. 3 (“District No. 3”) enter into a Capital Pledge Agreement (the “District No. 3 Pledge Agreement”) with the District; approving the form and terms thereof; authorizing District No. 3 to execute and deliver the District No. 3 Pledge Agreement (which initially, shall constitute an obligation of District No. 3 subject to annual appropriation); authorizing District No. 3 to incur the indebtedness represented by the District No. 3 Pledge Agreement (which converts from an obligation subject to annual appropriation to indebtedness of District No. 3 as provided therein); authorizing the levy of ad valorem property taxes by District No. 3 in satisfaction of its obligations under the District No. 3 Pledge Agreement; authorizing District No. 3 to execute and deliver other financing documents and instruments and perform its obligations thereunder; making determinations and findings as to other matters related thereto; authorizing incidental action; and repealing prior inconsistent actions. **(enclosure)**

d. District No. 4: Capital Pledge Agreement

- i. Consider adoption of a Resolution authorizing Dawson Trails Metropolitan District No. 4 (“District No. 4”) enter into a Capital Pledge Agreement (the “District No. 4 Pledge Agreement”) with the District; approving the form and terms thereof; authorizing District No. 4 to execute and deliver the District No. 4 Pledge Agreement (which initially, shall constitute an obligation of District No. 4 subject to annual appropriation); authorizing District No. 4 to incur the indebtedness represented by the District No. 4 Pledge Agreement (which converts from an obligation subject to annual appropriation to indebtedness of District No. 4 as provided therein); authorizing the levy of ad valorem property taxes by District No. 4 in satisfaction of its obligations under the District No. 4 Pledge Agreement; authorizing District No. 4 to execute and deliver other financing documents and instruments and perform its obligations thereunder; making determinations and findings as to other matters related thereto; authorizing incidental action; and repealing prior inconsistent actions. **(enclosure)**

- e. District No. 5 Capital Pledge Agreement
 - i. Consider adoption of a Resolution authorizing Dawson Trails Metropolitan District No. 5 (“District No. 5”) enter into a Capital Pledge Agreement (the “District No. 5 Pledge Agreement”) with the District; approving the form and terms thereof; authorizing District No. 5 to execute and deliver the District No. 5 Pledge Agreement (which initially, shall constitute an obligation of District No. 5 subject to annual appropriation); authorizing District No. 5 to incur the indebtedness represented by the District No. 5 Pledge Agreement (which converts from an obligation subject to annual appropriation to indebtedness of District No. 5 as provided therein); authorizing the levy of ad valorem property taxes by District No. 5 in satisfaction of its obligations under the District No. 5 Pledge Agreement; authorizing District No. 5 to execute and deliver other financing documents and instruments and perform its obligations thereunder; making determinations and findings as to other matters related thereto; authorizing incidental action; and repealing prior inconsistent actions. (**enclosure**)

- f. District No. 6: Capital Pledge Agreement
 - i. Consider adoption of a Resolution authorizing Dawson Trails Metropolitan District No. 6 (“District No. 6”) enter into a Capital Pledge Agreement (the “District No. 6 Pledge Agreement”) with the District; approving the form and terms thereof; authorizing District No. 6 to execute and deliver the District No. 6 Pledge Agreement (which initially, shall constitute an obligation of District No. 6 subject to annual appropriation); authorizing District No. 6 to incur the indebtedness represented by the District No. 6 Pledge Agreement (which converts from an obligation subject to annual appropriation to indebtedness of District No. 6 as provided therein); authorizing the levy of ad valorem property taxes by District No. 6 in satisfaction of its obligations under the District No. 6 Pledge Agreement; authorizing District No. 6 to execute and deliver other financing documents and instruments and perform its obligations thereunder; making determinations and findings as to other matters related thereto; authorizing incidental action; and repealing prior inconsistent actions. (**enclosure**)

- g. District No. 7: Capital Pledge Agreement
 - i. Consider adoption of a Resolution authorizing Dawson Trails Metropolitan District No. 7 (“District No. 7”) enter into a Capital Pledge Agreement (the “District No. 7 Pledge Agreement”) with the District; approving the form and terms thereof; authorizing District No. 7 to execute and deliver the District No. 7 Pledge Agreement (which initially, shall constitute an obligation of District No. 7 subject to annual appropriation); authorizing District No. 7 to incur the indebtedness represented by the District No. 7 Pledge Agreement (which converts from an obligation subject to annual appropriation to indebtedness of District No. 7 as provided therein); authorizing the levy of ad valorem property taxes by District No. 7 in satisfaction of its obligations under the District No. 7 Pledge Agreement; authorizing District No. 7 to execute and deliver other financing documents and instruments and perform its obligations thereunder; making determinations and findings as to other matters related thereto; authorizing incidental action; and repealing prior inconsistent actions. (**enclosure**)

5. OTHER BUSINESS

- a. Next Regular Meeting – July 27, 2023 at 8:00 a.m.

6. ADJOURNMENT