

NOTICE OF COORDINATED SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Boards of Directors of **HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 1, HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 2, AND HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 3** of the County of Douglas, State of Colorado, will hold a coordinated special meeting at 10:30 a.m., on Wednesday, November 20, 2013, at the offices of MSP Companies, 720 South Colorado Blvd., Suite 940 – North Tower, Denver, Colorado, 80246 for the purpose of conducting such business as listed on the attached agenda and such other business as may come before the Boards. The Boards have determined to meet at the location stated above because there is no convenient location to meet within the Districts' boundaries. Such meeting location shall remain applicable for all future meetings until otherwise determined by the Boards.

The meeting is open to the public.

BY ORDER OF THE BOARDS OF DIRECTORS:

HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 1
HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 2
HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 3

By /s/ Dufford & Brown, P.C.
Counsel to the Districts

**COORDINATED SPECIAL MEETING OF
HORSESHOE RIDGE METROPOLITAN DISTRICTS NOS. 1, 2 & 3**
720 South Colorado Blvd., Suite 940 – North Tower, Denver, Colorado, 80246
Wednesday, November 20, 2013
10:30 a.m.

Board of Directors

Marcus S. Palkowitsh, President & Chairman	Term to May 2014
Robert R. Graft, Secretary & Treasurer	Term to May 2016
Margaret M. Sheehan, Vice Chairman & Asst. Secretary/Treasurer	Term to May 2014
Chad M. Rodriguez, Vice Chairman & Asst. Secretary/Treasurer	Term to May 2014
Eugene G. Coppola, Vice Chairman & Asst. Secretary/Treasurer	Term to May 2016

AGENDA

1. Call to Order.
2. Acknowledge Oaths of Office\Declaration of Quorum\Director Qualifications\Disclosure Matters.
3. Consider Approval of Agenda.
4. Consider Approval of December 5, 2012 Special Meeting Minutes.
5. Consider Financial Matters, Financial Report, Developer Advances/Notes and Payables.
6. Public Hearing for Proposed 2013 Amended Budgets.
7. Adoption of 2013 Amended Budgets; Approval of Resolutions to Adopt Budgets; Certify Mill Levies and Appropriate Sums of Money.
8. Public Hearing for Proposed 2014 Budgets.
9. Adoption of 2014 Budgets; Approval of Resolutions to Adopt Budgets; Certify Mill Levies and Appropriate Sums of Money.
10. Consider Approval and Ratification of 2012 Audit Exemptions and Authorize Preparation of 2013 Audits and/or Audit Exemptions.
11. Consider Approval of 2014 Insurance Renewals.
12. District Legal Counsel Update & Report.
 - a. Consider Approval of Worker's Compensation Resolution.
 - b. Consider Approval of Annual Administrative Matter Resolution.
 - c. Consider Approval of Updates to Funding and Reimbursement Agreements.
 - d. Consider Approval of Amended and Restated Promissory Notes for Reimbursement of Capital Costs and Operations and Maintenance Advances.
 - e. Consider Approval of Transparency Notice Updates.
 - f. Consider Approval of Meeting Location Resolution.
 - g. Consider Approval and Ratification of 2012 Annual Report.
 - h. Election Update and Consider Approval of 2014 Election Resolution.
 - i. Consider Approval Authorization to Engage District Consultants for 2014
 - j. Consider Request for Assignment of Twin Silos Authorization to Citywide Banks
13. Development and Construction Updates.
14. Any other matters to come before the Boards.
15. Public Comments.
16. Adjourn.

BY ORDER OF THE BOARDS OF DIRECTORS:

HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 1
HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 2
HORSESHOE RIDGE METROPOLITAN DISTRICT NO. 3

By /s/ Dufford & Brown, P.C.
Counsel to the Districts