



McGEADY
BECHER
Special District Law

May 25, 2016

VIA E-MAIL: recording@douglas.co.us

Douglas County Clerk & Recorder
301 Wilcox St.
Castle Rock, CO 80104

Re: Overlook Metropolitan District – Documents for Public Posting

Dear Clerk:

Attached are a “Public Notice of a Special Meeting” and a “Notice of Special Meeting and Agenda” for the above District. Please post these documents in the appropriate place in the Clerk and Recorder’s office from Wednesday, May 25, 2016 through Wednesday, June 1, 2016.

Please also confirm your receipt of these documents by replying to the e-mail transmitting this letter (reply to csorensen@specialdistrictlaw.com). Thank you very much.

Very truly yours,

McGEADY BECHER P.C.

Craig Sorensen
Paralegal

Enclosures

**PUBLIC NOTICE OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
OVERLOOK METROPOLITAN DISTRICT**

NOTICE IS HEREBY GIVEN that the Board of Directors (the “Board”) of the Overlook Metropolitan District, Town of Parker, Douglas County, Colorado (the “District”), will meet in special session on Wednesday, June 1, 2016, at 2:30 p.m., at the offices of Highline Financial Group, 5750 DTC Parkway, Suite 210, Greenwood Village, Colorado 80111, at which meeting it is anticipated that the Board will make a final determination to issue general obligation indebtedness.

Specifically, the Board intends to consider adoption of a resolution authorizing the issuance of the District’s General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2016A, in a principal amount not to exceed \$5,000,000; and the District’s Subordinate General Obligation Limited Tax Bonds, Series 2016B, in a principal amount not to exceed \$1,200,000; provided that the aggregate amount of both bond issues will not exceed \$5,180,750. The resolution will also authorize the execution of indentures of trust, bond purchase agreements, and all other agreements, documents, instruments, certificates, and actions necessary or appropriate in connection with the issuance of the two series of bonds.

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

This notice is given by order of the Board of Directors of the District.

OVERLOOK METROPOLITAN DISTRICT

By: /s/ MEGAN M. BECHER
Attorney for the District

OVERLOOK METROPOLITAN DISTRICT

450 E. 17th Avenue, Suite 400
Denver, Colorado 80203-1254
Phone: 303-592-4380
Fax: 303-592-4385

NOTICE OF SPECIAL MEETING AND AGENDA

DATE:	Wednesday, June 1, 2016
TIME:	2:30 p.m.
PLACE:	Highline Financial Group, LLC 5750 DTC Parkway, Suite 210 Greenwood Village, CO 80111 720-334-3865

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Christopher P. Harff	President	May 2018
Daniel R. Sheldon	Treasurer	May 2018
David J. Goldberg	Assistant Secretary	May 2018
VACANT	N/A	May 2020
VACANT	N/A	May 2020
Craig Sorensen	Secretary	N/A

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 results of cancelled May 3, 2016 Regular Election for Directors (enclosure).

- D. Consider appointment of officers.

President: _____

Secretary: _____

Treasurer: _____

Assistant Secretary: _____

- E. Review and consider adoption of Resolution No. 2016-06-01 Designating Location for Posting of 24-Hour Notices (enclosure).

- F. Review and consider approval of the Minutes of the November 19, 2015 Special Meeting (enclosure).

- G. Consider ratifying adoption of Resolution No. 2015-11-07, approving the Intergovernmental Agreement for the Colorado Special Districts Property and Liability Pool (enclosure).

- H. Consider ratifying approval of Agency Services Agreement between the District and T. Charles Wilson Insurance Service (enclosure).

II. FINANCIAL MATTERS

- A. Consider appointment of District Accountant to prepare 2017 Budget and set date for 2017 Budget Hearing (next regular meeting is Tuesday, November 15, 2016, at 10:00 a.m., at United Development Companies, 6900 E. Belleview Ave., Suite 300, Greenwood Village).
-
-

III. LEGAL MATTERS

- A. Review and consider approval of First Amendment to 2016 Operation Funding Agreement between the District and OCC Holdings, LLC (enclosure).
-
-

- B. Discuss potential amendment to the District's Service Plan. Authorize any necessary actions in connection therewith.
-
-

C. Issuance of the District's General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2016A, and Subordinate General Obligation Limited Tax Bonds, Series 2016B:

1. Ratify approval of Bond Counsel Engagement Agreement between the District and Sherman & Howard L.L.C. (enclosure).
-
-

2. Ratify approval of Letter Agreement for Investment Banking Services between the District and D.A. Davidson & Co. (enclosure).
-
-

3. Ratify approval of Agreement to Provide Cost Verification Services between the District and EVO Consulting Services, Inc. (enclosure).

4. Ratify approval of Proposal to Provide Overlook Metropolitan District Market Study and CMA Analysis within the Denver Market Area between the District and Metrostudy (enclosure).

5. Ratify approval of Engagement Agreement to Prepare Financial Projection between the District and Simmons & Wheeler, P.C. (enclosure).

6. Acknowledge distribution of Preliminary Limited Offering Memorandum for bond issuance and authorize distribution of Final Limited Offering Memorandum.

7. Review and consider acceptance of Overlook Metropolitan District Projected Statements of Sources and Uses of Cash for the Years Ending December 31, 2016 through 2047 (enclosure).

8. Review and consider acceptance of Market Study prepared by Metrostudy (enclosure).

9. Review and consider approval of Verification of Construction Related Expenses dated May 16, 2016 prepared by EVO Consulting Services, Inc., and consider acceptance of \$7,323,296.87 in verified public infrastructure costs. (enclosure).

10. Review and consider adoption of Resolution No. 2016-06-02, a Resolution authorizing the issuance of the District's General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2016A, in a principal amount not to exceed \$5,000,000; and the District's Subordinate General Obligation Limited Tax Bonds, Series 2016B, in a principal amount not to exceed \$1,200,000; provided that the aggregate amount of both bond issues will not exceed \$5,180,750; and also authorizing the execution of indentures of trust, bond purchase agreements, and all other agreements, documents, instruments, certificates, and actions necessary or appropriate in connection with the issuance of the two series of bonds (enclosure).

IV. OTHER BUSINESS

V. ADJOURNMENT
