

NOTICE OF MEETING

OVERLOOK METROPOLITAN DISTRICT IN THE TOWN OF PARKER, DOUGLAS COUNTY, COLORADO

NOTICE IS HEREBY GIVEN that the Board of Directors of Overlook Metropolitan District, in the Town of Parker, Douglas County, Colorado, will meet in special session at the offices of Highline Financial Group, LLC, 4100 E. Mississippi Ave., Suite 500, in Glendale, Colorado, on Wednesday, the 1st day of November, 2017, at the hour of 11:00 a.m.

At this meeting, it is anticipated that the Board will make a final determination to issue or refund general obligation indebtedness. Specifically, the District will consider adoption of a resolution authorizing the issuance of its Taxable Second Subordinate General Obligation Limited Tax Bonds, Series 2017C, in the approximate aggregate principal amount of \$2,000,000, for the purpose of paying or reimbursing the costs of public improvements for the District. The resolution is expected to authorize the execution of an indenture of trust, a placement agent agreement, and other agreements and documents pertaining to the issuance of such bonds.

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, 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 Directors of the District.

**OVERLOOK METROPOLITAN
DISTRICT**

By: Craig Sorensen, Secretary

Posted at three public places within the District, and at the office of the Douglas County Clerk and Recorder, not less than 72 hours prior to the meeting.

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, November 1, 2017
TIME:	11:00 a.m.
PLACE:	Highline Financial Group, LLC 4100 E. Mississippi Ave., Suite 500 Glendale, CO 80246

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Christopher P. Harff	President	May 2018
Otis C. Moore, III	Treasurer	May 2018
Christine M. Harff	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. Review and approve the Minutes of the October 19, 2017 Special Meeting (enclosure).
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II. LEGAL MATTERS

- A. Review and consider ratifying approval of First Amendment to Facilities Funding and Acquisition Agreement between the District and OCC Holdings, LLC (enclosure).
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- B. Review and consider ratifying approval of Letter Agreement for Investment Banking Services between the District and D.A. Davidson & Co. (enclosure).
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- C. Review and consider ratifying approval of External Financial Advisor Scope of Services Engagement Letter between the District and North Slope Capital Advisors (enclosure).
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- D. Review and consider adoption of a Resolution authorizing the issuance of the District's Taxable Second Subordinate General Obligation Limited Tax Bonds, Series 2017C, in the approximate aggregate principal amount of \$2,000,000, for the purpose of paying or reimbursing the costs of public improvements for the District. The Resolution is expected to authorize the execution of an indenture of trust, a placement agent agreement, and other agreements and documents pertaining to the issuance of such bonds. Such Resolution will also authorize the execution of all documents, instruments and certificates in connection therewith, ratify prior actions, authorize incidental actions, and repeal prior inconsistent actions (enclosure).
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III. OTHER BUSINESS

IV. ADJOURNMENT
