

**NOTICE OF SPECIAL MEETING
RELATING TO THE AUTHORIZATION AND ISSUANCE OF INDEBTEDNESS**

**POMPONIO TERRACE METROPOLITAN DISTRICT
IN THE COUNTY OF ADAMS, COLORADO**

NOTICE IS HEREBY GIVEN that the Board of Directors (the “**Board**”) of the Pomponio Terrace Metropolitan District (the “**District**”), in Adams County, Colorado, will hold a special meeting on May 31, 2019 at 1:00 P.M., at 2154 E. Commons Avenue, Suite 2000, Centennial, Colorado 80122.

NOTICE IS FURTHER GIVEN THAT at such meeting the Board of the District intends to make a final determination to issue general obligation indebtedness by the issuance of its Limited Tax General Obligation Bonds, Series 2019A, in an approximate principal amount of \$7,000,000, and its Subordinate Limited Tax General Obligation Bonds, Series 2019B in an approximate principal amount of \$1,200,000, which amounts are subject to increase or decrease as determined by the Board, or as otherwise permitted by any resolution adopted by the Board at such meeting, and, in connection therewith, the Board will consider a resolution: authorizing the issuance of such indebtedness; approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.

The Board will also take up such other business as may come 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 the District.

/s/ **BOARD OF DIRECTORS
POMPONIO TERRACE METROPOLITAN DISTRICT
IN THE COUNTY OF ADAMS, COLORADO**

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

POMPONIO TERRACE METROPOLITAN DISTRICT
SPECIAL MEETING
May 31, 2019 at 1:00 p.m.
2154 E. Commons Ave., Suite 2000, Centennial, CO 80122

James Merlino, President	Term to May 2020
Diana Adams, Assistant Secretary	Term to May 2020
David Adams, Assistant Secretary	Term to May 2020
Sara Dieringer, Sec/Treas	Term to May 2022
Rod Mickleberry, Assistant Secretary	Term to May 2022

AGENDA

1. Call to Order/Declaration of Quorum
2. Director Conflicts of Interest Disclosures
3. Administer Affidavits of Qualification
4. Approval of Agenda
5. Approval of Minutes from December 3, 2018 Special Meeting (**enclosure**)
6. Public Comment – Members of the public may express their views to the Board on matters that affect the District that are not otherwise on the agenda. Comments will be limited to three (3) minutes per person. Comments will be taken in the order reflected on the sign in sheet.
7. Operations Matters
 - a. Manager’s Report (*if any*)
8. Legal Matters
 - a. Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs and Acquisition of Public Improvements (**enclosure**)
 - b. Discussion re Amendments to Residential Improvement Guidelines
 - i. Ratify Appointment of ARC Board Liaison
9. Financial Matters
 - a. Consider Approval of Payables/Financials (**to be distributed**)
 - b. Ratify Engagement of Simmons & Wheeler for District Accounting Services (**enclosure**)
 - c. 2019 Bond Matters
 - i. Consider Approval of Updated Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka & Waldron (**enclosure**)

- ii. Consider Ratification of Engagement Letter with Simmons & Wheeler for Financial Forecast Services (**enclosure**)
- iii. Consider Approval of Engagement Letter with Sherman & Howard for Disclosure Counsel Services (**enclosure**)
- iv. Consider Ratification of Engagement Letter with D.A Davidson for Investment Banking Services (**enclosure**)
- v. Consider Ratification of Engagement Letter with Metro Study for Market Study Analysis Services (**enclosure**)
- vi. Consider Approval of Engagement Letter with Kutak Rock for Bond Counsel Services (**enclosure**)
- vii. Resolution Authorizing the Issuance of General Obligation Indebtedness Consisting of Limited Tax General Obligation Bonds, Series 2019A in the estimated principal amount of up to \$7,000,000 (which amount is subject to increase or decrease as determined by the Board, or as otherwise permitted by such resolution), and its Subordinate Limited Tax General Obligation Bonds, Series 2019B in the estimated principal amount of up to \$1,200,000 (which amount is subject to increase or decrease as determined by the Board, or as otherwise permitted by such resolution) authorizing a Senior Indenture of Trust, a Subordinate Indenture of Trust, a Bond Purchase Agreement, a Continuing Disclosure Agreement, a Tax Compliance Certificate, a Post-Issuance Tax Compliance Policy, the form of Limited Offering Memorandum, and other related documents and appointing a responsible person for the Post-Issuance Tax Compliance Policy (**enclosure**)

10. Other Business

- a. Next Meeting

11. Adjourn