

Vail Square Metropolitan District Nos. 1, 2 & 3

NOTICE OF SPECIAL MEETING

Notice is hereby given that a Special Joint Meeting of the Boards of Directors of Vail Square Metropolitan District Nos. 1, 2 & 3 will be held on **Wednesday, April 5, 2023 at 1:00 p.m.** *This meeting will be held via teleconferencing and can be joined through the following directions:*

<https://us02web.zoom.us/j/81496386403?pwd=VFkyTmdRTXc2b1ozZVYvTXoxUjYvdz09>

Dial in: 346.248.7799

Meeting ID: 814 9638 6403

Passcode: 966982

AGENDA

1. Call to Order
 - a. Disclosure of Potential Conflicts of Interest
2. Consideration of Minutes
 - a. February 13, 2023
3. Refinancing
 - a. Ratification of 45-Day Notice
 - b. Consider Ratification of Engagement of Icenogle Seaver Pogue as Special Counsel (District No. 2)
 - c. Consider Ratification of Engagement of Municap (External Financial Advisor) (District No. 3)
 - d. Consider adoption of a resolution authorizing Vail Square Metropolitan District No. 3 (“District No. 3”) to issue and refund general obligation indebtedness consisting of its Unlimited Tax General Obligation Refunding Loan, Series 2023 (“2023 Loan”), in an approximate principal amount of \$9,306,000, which amount is subject to increase or decrease as determined by the Board of District No. 3, or as otherwise permitted by any resolution adopted by the Board of District No. 3 at such meeting, and, in connection therewith, the Board of District No. 3 will consider a resolution or resolutions: authorizing the issuance of the 2023 Loan; 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. (District No. 3)
 - e. Consider adoption of a resolution authorizing Vail Square Metropolitan District No. 2 (“District No. 2”) to issue and refund general obligation indebtedness in the form of an Amended and Restated Joint Funding Agreement by and among Vail Square Metropolitan District Nos. 1-3, pursuant to which, among other things, District No. 2 will be obligated to impose ad valorem property taxes each year and transfer revenue derived therefrom to District No. 3 for the payment of a portion of the 2023 Loan in an approximate principal amount of \$9,306,000, which amount is subject to increase or decrease as determined by the Board of Directors of District No. 3, or as

Administrative Management Provided By:

Marchetti & Weaver LLC

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Vail Square Metropolitan District Nos. 1, 2 & 3

otherwise permitted by any resolution adopted by the Board of Directors of District No. 3 at such meeting, and, in connection therewith, the Board of District No. 2 will consider a resolution or resolutions: authorizing the issuance of the 2023 Loan and its indebtedness in the form of the pledge of property tax revenues; 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. (District No. 2)

- f. Consider Approval of Amended and Restated Joint Funding Agreement among Vail Square Metropolitan District Nos. 1-3 (District No. 1)
- g. Consider Approval of Amended and Restated Pledge Agreement among the Vail Reinvestment Authority and Vail Square Metropolitan District Nos. 1-3 (District No. 1)
- h. Consider Approval of First Amendment to Intergovernmental Agreement among the Vail Reinvestment Authority and Vail Square Metropolitan District Nos. 1-3 (District No. 1)

5. Financials

- a. Review Preliminary Financial Statements
- b. Public Hearing - 2023 Budget Amendment – VSQ 3
- c. Consider Acceptance of 2022 Audits (VSQ 1,2 & 3)
- d. Consider Approval & ratification of Accounts Payable

8. Future Meetings

9. Adjournment

Please see District website for more information: Colo-communit.es.org/vail-square-metro-1-2-%263

| <u>Board Members:</u> | <u>Term Exp:</u> |
|-------------------------------|-------------------------|
| Vacancy, | May 2025 |
| Jeffrey Babb, President | May 2025 |
| Brandt Marott, VP/Secretary | May 2023 |
| Josh Davis, VP/Treasurer | May 2023 |
| Nicholas Weidner, VP/Asst Sec | May 2023 |

Bill Ankele, Esq. WBA
Kenneth J. Marchetti, CPA