

**NOTICE OF REGULAR MEETING**

**SECOND CREEK FARM METROPOLITAN DISTRICT NO. 3**

**In the City of Commerce City  
Adams County, Colorado**

NOTICE IS HEREBY GIVEN that the Board of Directors (the "Board") of Second Creek Farm Metropolitan District No. 3, in the City of Commerce City, Adams County, Colorado (the "District"), will hold a regular meeting on ~~Monday, October 14, 2019, at 10:00 a.m.~~ at the office of McGeady Becher P.C., 450 E. 17<sup>th</sup> Avenue, Suite 400, in Denver, Colorado.

At this meeting, it is anticipated that the Board will make a final determination to issue or refund general obligation indebtedness. Specifically, the Board intends to ratify adoption of a resolution authorizing the District to issue its General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2019A; Subordinate General Obligation Limited Tax Bonds, Series 2019B; and Junior Lien Bonds, Series 2019C, to be issued in the approximate aggregate principal amount of \$30,000,000 (collectively, the "Bonds") and ratify approval of the Preliminary Limited Offering Memorandum (PLOM) and the use thereof by the underwriter in connection with the offering of the Bonds; ratify authorization of the preparation of the final Limited Offering Memorandum; ratify authorization of the execution and delivery of and performance by the District thereunder of three separate indentures of trust, a bond purchase agreement, a capital pledge agreement and such other documents, certificates, and instruments as may be necessary or required to effect the issuance of the Bonds; ratifying and confirming the execution of certain other documents; making determinations and findings as to matters related to the issuance of the Bonds; authorizing incidental actions; and repealing prior inconsistent actions.

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

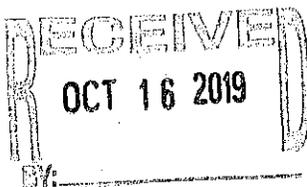
*Pursuant to the provisions of the Supplemental Public Securities Act, one or more members of the Board may participate in this meeting and may vote on the foregoing matters through the use of a conference telephone or other telecommunications device.*

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

**SECOND CREEK FARM  
METROPOLITAN DISTRICT NO. 3**

**In the City of Commerce City  
Adams County, Colorado**

By: /s/Toni Serra  
Secretary



Posted at three (3) public places within the District, and at the office of the Adams County Clerk and Recorder, not less than three (3) days prior to the meeting.

**SECOND CREEK FARM METROPOLITAN DISTRICT NOS. 1-3**

450 E. 17<sup>th</sup> Avenue, Suite 400

Denver, Colorado 80203

Phone: 303-592-4380

Fax: 303-592-4385

**NOTICE OF REGULAR MEETING AND AGENDA**

Note: For ease of presentation, Second Creek Farm Metropolitan District Nos. 1, 2 and 3 (the "Districts") will be meeting at the same time and considering the agenda below. However, collectively, the Board of Directors of each District (each, a "Board") will consider agenda items separately and take separate actions. If an agenda item is to be considered by less than all of the Districts, it will be so noted on the agenda.

**DATE:** Monday, October 21, 2019  
**TIME:** 3:30 P.M.  
**PLACE:** McGeady Becher P.C.  
450 E. 17<sup>th</sup> Avenue, Suite 400  
Denver, CO 80203

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires – Nos. 1 &amp; 2</u>	<u>Term Expires – No. 3</u>
Joel H. Farkas	President	May 2020	May 2020
Toni Serra	Secretary	May 2022	May 2020
Vacant		May 2020	May 2022
Vacant		May 2022	May 2022
Vacant		May 2022	May 2022

I. ADMINISTRATIVE MATTERS

A. Present disclosures of potential conflicts of interest and confirm quorum.

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B. Approve agenda; confirm location of meeting and posting of meeting notices.

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C. Review and consider approval of the minutes from the August 28, 2019 special meetings (enclosures).

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D. Public comment.

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E. Discuss insurance renewals, insurance schedules, and renewal of Special District Association Memberships (SDA).

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F. Discuss business to be conducted in 2020 and schedule regular meeting dates and consider adoption of Resolution Nos. 2019-10-01 Regarding Establishing Regular Meeting Dates, Time, and Location, Establishing District Website and Designating Posting Location for 24-Hour Notices (enclosure). [suggested meeting dates are June and October]

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II. FINANCIAL MATTERS

A. Ratify approval / approve the payment of claims (to be distributed).

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B. Review and discuss the Statement of Cash Position and unaudited financial statements dated June 30, 2019 (to be distributed).

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C. Discuss cost verification report prepared by Independent District Engineering Services, LLC and consider acceptance of verified eligible costs for reimbursement to Second Creek Holdings LLC (to be distributed).

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B. Conduct public hearings to consider Amendment to 2019 Budgets and consider adoption of Resolutions Amending the 2019 Budgets, if necessary.

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C. Discuss and consider adoption of Resolution Nos. 2019-10-\_\_ Authorizing Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3 (to be distributed). [**District Nos. 2 and 3**]

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D. Conduct public hearings on the proposed 2020 Budgets and consider adoption of Resolution Nos. 2019-10-\_\_ to Adopt the 2020 Budgets and Appropriate Sums of Money and Resolution Nos. 2019-10-\_\_ to Set Mill Levies (enclosures – draft budgets).

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E. Authorize District Accountant to prepare and sign the DLG-70 Certifications of Tax Levies for certification to the Board of County Commissioners and other interested parties.

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F. Discuss Audit requirements for 2019 and consider the appointment of CliftonLarsonAllen LLP to prepare and file the 2019 Audit Exemption Applications, as required, and consider engagement of auditor to perform the 2019 Audits for District Nos. 2 and 3.

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G. Discuss and consider appointing CliftonLarsonAllen LLP to prepare the 2021 budgets and direct that the form of 2021 budgets be the same as the 2020 budgets.

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### III. LEGAL MATTERS

A. Ratify adoption of Resolution authorizing Second Creek farm Metropolitan District No. 3 to issue its General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2019A; Subordinate General Obligation Limited Tax Bonds, Series 2019B; and Junior Lien Bonds, Series 2019C, to be issued in the approximate aggregate principal amount of \$30,000,000 (collectively, the "Bonds") and ratify approval of the Preliminary Limited Offering Memorandum (PLOM) and the use thereof by the underwriter in connection with the offering of the Bonds; ratify authorization of the preparation of the final Limited Offering Memorandum; ratify authorization of the execution and delivery of and performance by Second Creek Farm Metropolitan District No. 3 thereunder of three separate indentures of trust, a bond purchase agreement, a capital pledge agreement and such other documents, certificates, and instruments as may be necessary or required to effect the issuance of the Bonds; ratifying and confirming the execution of certain other documents; making determinations and findings as to matters related to the issuance of the Bonds; authorizing incidental actions; and repealing prior inconsistent actions. **[District No. 3]**

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B. Ratify adoption of Resolution authorizing indebtedness in the form of a Capital Pledge Agreement proposed to be entered into (the "Capital Pledge Agreement") between the District and Second Creek Farm Metropolitan District No. 3 relating to a pledge of ad valorem property taxes and other revenue from Second Creek Farm Metropolitan District No. 2 to Second Creek Farm Metropolitan District No. 3 for the purpose of providing a portion of the revenue to pay Second Creek Farm Metropolitan District No. 3's General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2019A; Subordinate General Obligation Limited Tax Bonds, Series 2019B; and Junior Lien Bonds, Series 2019C, to be issued in

the approximate aggregate principal amount of \$30,000,000. Specifically, the Board intends to ratify adoption of a resolution authorizing the execution and delivery of and performance under the Capital Pledge Agreement by the District and such other documents, certificates, and instruments as may be necessary or required to effect the transactions contemplated thereunder; making determinations and findings as to matters related to the transactions contemplated under the Capital Pledge Agreement; authorizing incidental actions; and repealing prior inconsistent actions. [District No. 2]

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C. Review and consider approval of First Amendment to South Half of 88<sup>th</sup> Avenue Facilities Funding And Acquisition Agreement among Second Creek Farm Metropolitan District Nos. 1, 3 and LGI Homes – Colorado, LLC (enclosure). [District Nos. 1 and 3]

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D. Review and discuss invoice for the payment of Telluride Street Improvements pursuant to the Cooperation and Reimbursement Agreement by and between Second Creek Farm Metropolitan District No. 1, Second Creek LB Investors SPV LLC and Status Buffalo Highlands LLC and authorize payment (enclosure). [District No. 1]

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E. Acknowledge receipt of Technical Memorandum from Wright Water Engineers, Inc. regarding Survey of Water Resources Fee.

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F. Discuss and consider acknowledgement of Water Resources Agreement (Phase 4A ERUs) between Second Creek Holdings LLC and South Adams County Water and Sanitation District. [District No. 1]

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G. Consider ratifying adoption of First Amendment to Resolution Establishing District Website and Designating Posting Location of 24-Hour Notice (enclosure). [District No. 3]

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H. Report on status of ERU assignment to LGI Homes – Colorado, LLC. [District No. 1]

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I. Discuss and consider adoption of the Second Amended and Restated Facilities Fee Resolution (enclosure). [District No. 1]

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J. Ratify Termination of Service Agreement for Cost Verification Services between Second Creek Farm Metropolitan District No. 1 and Martin/Martin, Inc. (enclosure). [District No. 1]

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K. Ratify approval of Service Agreement for Cost Verification Services between Second Creek Farm Metropolitan District No. 1 and Independent District Engineering Services, LLC. [District No. 1]

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L. Review and consider adoption of Resolution Nos. 2019-10-\_\_ Calling May 5, 2020 Election for Directors, appointing Designated Election Official ("DEO") and authorizing the DEO to perform all tasks required for the conduct of mail ballot elections. Self-Nomination Forms are due by February 28, 2020 (enclosures). Discuss the need for ballot issues and/or questions.

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M. Discuss Transparency Notices and mode of eligible elector notification for 2020 (post on SDA website).

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IV. OTHER BUSINESS

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V. ADJOURNMENT

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**There are no more Regular Meetings scheduled for 2019.**