

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING/WORK SESSION OF THE BOARD OF DIRECTORS OF THE VISTA RIDGE METROPOLITAN DISTRICT HELD FEBRUARY 8, 2016

A special meeting/work session of the Board of Directors of the Vista Ridge Metropolitan District (referred to hereafter as the "Board") was convened on Monday, the 8th day of February, 2016, at 6:00 P.M., at the Vista Ridge Community Center, 2750 Vista Parkway, Erie, Colorado. The meeting was open to the public.

Directors In Attendance Were:

James R. Spehalski
Michael Lund
Brian Laird (for a portion of the meeting)
Christopher Koch

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Koch and, upon vote, unanimously carried, the absence of Director Wood was excused.

Also In Attendance Were:

Lisa A. Johnson and Divena Mortimeyer; Special District Management Services, Inc.

MaryAnn McGeady, Esq.; McGeady Becher P.C.

Alex Brown; Alex Brown Consulting

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Disclosure of Potential Conflicts of Interest: The Board noted it was in receipt of disclosures of potential conflict of interest statements for each of the Directors and that statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting in accordance with the statute. Ms. Johnson requested that the Directors consider whether they had any new conflicts of interest which had not been previously disclosed. There were no additional disclosures made.

**ADMINISTRATIVE
MATTERS**

Agenda: Ms. Johnson requested that the Board review and approve the proposed Agenda for the District's special meeting/work session.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Koch and, upon vote, unanimously carried, the Agenda was approved as amended.

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FINANCIAL MATTERS

Potential Bond Refinance: Mr. Brown presented to the Board his analysis on a refunding analysis of the District's Series A, B and C bonds. Mr. Brown's presentation is attached hereto and incorporated herein by this reference.

Ms. Johnson advised the Board that the Series D Bonds would be fully repaid in 2016. Mr. Brown provided estimates of the present value savings that could be achieved in the refunding under certain assumed terms. Mr. Brown recommended a schedule for issuing refunding Bonds. The Board discussed the process pursuant to which they would select an underwriter to work with. The Board directed Mr. Brown to prepare a draft Request for Proposals and to circulate same to the Board, Ms. Johnson and Ms. McGeady for review and comment. The Board directed Mr. Brown, upon incorporation of all comments received, to distribute the Request for Proposals to those underwriters who had expressed an interest in working with the District. Ms. Johnson advised the Board that she has a list of the underwriters who had expressed an interest. The Board also discussed the schedule for issuance of the Bonds anticipating a closing in October or November of 2016.

In an effort to allow ample time to prepare the analysis and solicit responses from underwriting firms, the Board determined to cancel the regular board meeting scheduled for March 16, 2016 and to hold a special meeting on March 31, 2016 at 6:00 pm at the Community Center.

Engagement Letter from Greenberg Traurig for Bond and Disclosure Counsel Services: Attorney McGeady discussed with the Board the terms included in the engagement letter received from Attorney McGinnis.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Lund and, upon vote, unanimously carried, the Board approved the engagement letter with Greenberg Traurig, subject to the following revisions:

- A. The first phase of work would be provided on an hourly basis with monthly invoices for the time work and description of work done to be included in each invoice;
- B. Prior to beginning the second phase of work a fee quote is to be provided on a not to exceed basis to complete the transaction once the structure of the proposed financing has been developed and the Series of Bonds to be refinanced has been determined;
- C. To delete the commitment to engage Greenburg Traurig to provide disclosure counsel services at this point as the District may determine to bid these services depending upon the structure, underwriter requirements for reliance, and other criteria as the transaction progresses; and

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- D. To delete the Official Inquiries section of the Billing Policies as the District would rather consider the terms and scope of the possible engagement of Greenburg Traurig at the time a need for additional services, if any, arises in the future in relation to the issuance of the refunding Bonds or the Bonds that are refunded.

**COAL CREEK PUMP
STATION
IMPROVEMENTS
PROJECT**

Consider Request of Xylem-Flowtronix for Partial Payment: Ms. Johnson presented a memo from Xylem-Flowtronix regarding a response to the pump station performance issues. Mr. Simons, District Engineer for this project has reviewed the memo and is working with the contractor to better understand their representation that the performance issues are not related to the pump station but instead related to piping/valving issues. Mr. Simons continues to support a partial payment in the amount of \$60,223.06.

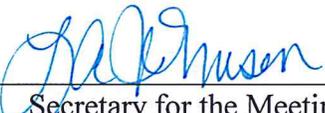
The Board discussed the memo and recommendation for partial payment in detail.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Laird and, upon vote, unanimously carried, the Board approved a partial payment to Xylem-Flowtronix in the amount of \$60,223.06 and directed Mr. Simons to continue working with them. to resolve the issue.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting adjourned.

Respectfully submitted,

By 
Secretary for the Meeting

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THESE MINUTES APPROVED AS THE OFFICIAL FEBRUARY 8, 2016
MINUTES OF THE VISTA RIDGE METROPOLITAN DISTRICT BY THE
BOARD OF DIRECTORS SIGNING BELOW:

James R. Spehalski



Christopher H. Koch



Michael Lund

Scott Wood