

**NOTICE OF REGULAR MEETING AND
NOTICE OF FINAL DETERMINATION TO ISSUE INDEBTEDNESS
TOWER METROPOLITAN DISTRICT**

NOTICE IS HEREBY GIVEN that the Board of Directors of the TOWER METROPOLITAN DISTRICT (the “Board”) in the City of Aurora, Adams County, Colorado, will hold a regular meeting at **11:30 a.m. on Tuesday, December 17, 2024**, to be held via telephonic and videoconference means as well as in person at the **offices of Majestic Realty Co., 20100 E. 32nd Parkway, Ste. 150, Aurora, CO 80011**. Members of the public are encouraged to participate by teleconference as outlined below.

You can access the meeting via telephone by dialing 1-833-568-8864 and entering the following additional information: Meeting ID: 161 494 9201 and Passcode: 499915.

You can access the meeting via Zoom by using the link below:

<https://spencerfane.zoomgov.com/j/1614949201?pwd=X0wdlazrH6nwbarYrTJqtfA9vRUH6p.1>

At such meeting, it is anticipated that the Tower Metropolitan District (the “District”) will make a final determination to issue general obligation indebtedness. Specifically, the Board will consider adoption of a resolution authorizing the issuance of the Unlimited Tax General Obligation Refunding Loan, Series 2024 in an estimated maximum aggregate principal amount of \$20,867,000 (the “Term Loan”), for the purposes of, among other things, paying the costs of refinancing the costs of certain public improvements by repayment of the District’s outstanding debt and paying the costs of incurring the Term Loan; and all agreements and certificates related to the issuance of the Term Loan. The Board will also consider adoption of a resolution authorizing the issuance of an Unlimited General Obligation Tax-Exempt Converting Revolving Line of Credit in an estimated maximum principal amount of \$20,000,000 (the “Revolving Line of Credit”) for the purposes of, among other things, paying the costs of financing or reimbursing a portion of the costs of acquiring, constructing, and/or installing certain public infrastructure benefitting the District; and paying the costs of incurring the Revolving Line of Credit; and all agreements and certificates related to the issuance of the Revolving Loan. The Term Loan and the Revolving Line of Credit are collectively referred to herein as the Loans. The Board will also consider such other matters as may be necessary or appropriate in connection with the issuance of the Loans and for the purpose of addressing those matters set out in the agenda below as the same may be amended at the meeting, and for the purpose of conducting such other business as may properly come before the Board. Pursuant to the Supplemental Public Securities Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the authorization or issuance of such debt may be commenced more than thirty days after the authorization of such Loans pursuant to the aforementioned resolution.

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

The meeting is open to the public.

BY ORDER OF THE BOARD OF DIRECTORS:

TOWER METROPOLITAN DISTRICT

By: /s/ Randall Hertel, President

AGENDA

<u>BOARDS OF DIRECTORS</u>	<u>OFFICE</u>	<u>TERM</u>
Randall Hertell	President	(2022-2025)
Michael Kapoor	Vice President	(2023-2027)
Michael Wafer	Treasurer	(2023-2027)
Jack “Skip” Bailey, Jr.	Secretary	(2022-2025)
Jonathan Hertel (Tower MD only)	Director	(2023-2025)(2-year term)

I. ADMINISTRATIVE MATTERS

- a. Call to order and approval of agenda.
- b. Present disclosures of potential conflicts of interest.
- c. Confirm quorum, location of meeting and posting of meeting notices.
- d. Consider approval of Minutes from meeting held November 19, 2024
- e. Public Comment. Members of the public may express their views to the Board on matters that affect the District that are otherwise not on the agenda. Comments will be limited to three (3) minutes per person.

II. FINANCIAL MATTERS

- a. Financial Report/Claims
- b. Cash Balance Analysis
- c. Consider for approval Tower Metropolitan District Unlimited Tax General Obligation Refunding Loan, Series 2024, in an estimated maximum aggregate principal amount of \$20,867,000 (the “Term Loan”).
- d. Discussion and possible action of Tower Metropolitan District to make a final determination to issue certain indebtedness through the issue of the Term Loan by the Adoption of a Resolution and Approval of a Loan Agreement and other documents.
- e. Such other matters as may be necessary or appropriate in connection with issuance of the Term Loan.
- f. Identify and authorize a District Representative to approve and execute documents and other items related to the proposed issuance of the Term Loan.
- g. Consider for approval the proposed Post Issuance Tax Compliance Policy related to the proposed Term Loan and identify a responsible person.
- h. Consider for approval Tower Metropolitan District Unlimited General Obligation Tax-Exempt Converting Revolving Line of Credit in an estimated maximum principal amount of \$20,000,000 (the “Revolving Line of Credit”).
- i. Discussion and possible action of Tower Metropolitan District to make a final determination to issue certain indebtedness through the issue of the Revolving Line of Credit by the Adoption of a Resolution and Approval of a Loan Agreement and other documents.
- j. Such other matters as may be necessary or appropriate in connection with the issuance of the Revolving Line of Credit.
- k. Identify and authorize a District Representative to approve and execute documents and other items related to the proposed issuance of the Revolving Line of Credit.
- l. Consider for approval the proposed Post Issuance Tax Compliance Policy related to the proposed Revolving Loan and identify a responsible person.
- m. Consider for approval Agreement for Consulting Services between the District and MuniCap, Inc.
- n. Discuss and Consider Approval of Placement Agent Agreement between the District and Piper Sandler & Co.

III. ATTORNEY ITEMS

- a. Consider Approval of the Special Warranty Deed from Tower MD to Majestic re: Mineral Rights
- b. Consider Approval of Consulting Service Agreement with Kimley-Horn & Associates

IV. DIRECTOR ITEMS

- a. Construction Update
- b. Other

V. OTHER BUSINESS

- a. Monthly Management Report

VI. CONTINUATION/ADJOURNMENT