

BNC METROPOLITAN DISTRICT NO. 3

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: 303-987-0835 • 800-741-3254
Fax: 303-987-2032
<https://bncmetrodistrict3.com>

NOTICE OF SPECIAL MEETING AND AGENDA

Board of Directors

Janis L. Emanuel
Theodore Antenucci
VACANT
VACANT
VACANT
David Solin

Office

President
Treasurer/Assistant Secretary

Secretary

Term/Expires

2025/May 2025
2025/May 2025
2027/May 2025
2027/May 2025
2027/May 2025
(not an elected position)

DATE: Tuesday, April 22, 2025
TIME: 1:30 p.m.
PLACE: McGeady Becher Cortese Williams P.C.
450 E. 17th Ave., Suite 400
Denver, Colorado 80203

Although at least one person will be present at the physical meeting location, the meeting will also be made accessible via video/telephonic means, with the Zoom access information below:

<https://us02web.zoom.us/j/5469119353?pwd=SmtlcHJETFhCQUZEcVBBOGZU3Fqdz09>
Meeting ID: 546 911 9353
Passcode: 912873
Dial In: 1-719-359-4580

I. ADMINISTRATIVE MATTERS

- A. Present disclosures of potential conflicts of interest.

- B. Confirm quorum, location of the meeting and posting of meeting notices. Approve Agenda.

- C. Review and approve the Minutes of the October 15, 2024 Regular Meeting, the October 15, 2024 Statutory Annual Meeting, the November 5, 2024 Special Meeting, and the March 27, 2025 Special Meeting (enclosures).

II. PUBLIC COMMENTS

- A. Members of the public may express their views to the Board on matters that affect the District. Comments will be limited to three (3) minutes per person.
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III. CONSENT AGENDA – These items are considered to be routine and will be approved and/or ratified by one motion. There will be no separate discussion of these items unless a Board Member so requests, in which event, the item will be removed from the Consent Agenda and considered on the Regular Agenda.

- Ratify approval of First Amendment to Escrow Agreement by and between the District and BOKF, NA., and approval of Disbursement Request to BOKF, NA for return of the escrowed funds, plus accrued interest.
- Ratify acknowledgement of cost savings under the Cost Sharing Intergovernmental Agreement by and between BNC Metropolitan District Nos. 1, 2 and 3, and authorization of return of funds to the Project Funds of BNC Metropolitan District Nos. 1 and 2 at UMB Bank, n.a.
- Ratify adoption of Resolution No. 2025-03-01, Amended and Restated Resolution of the Board of Directors of BNC Metropolitan District No. 3 Providing for the Defense and Indemnification of Directors and Employees of the BNC Metropolitan District No. 3.

IV. FINANCIAL MATTERS

- A. Conduct Public Hearing to consider Amendment of 2025 Budget. Consider adoption of Resolution No. 2025-04-01, Resolution of BNC Metropolitan District No. 3 to Amend the 2025 Budget (enclosure).
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V. LEGAL MATTERS

- A. Discuss status of May 6, 2025 Regular Directors' Election (enclosure – Notice of Cancellation of Election).
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B. Issuance of the District's Taxable Second Subordinate General Obligation Limited Tax Refunding Bonds, Series 2025C (the "Series 2025C Bonds"):

1. Discuss status and timing of issuance of the Series 2025C Bonds.
 2. Review and consider approval of Bond Counsel Engagement Agreement between the District and Taft Stettinius & Hollister LLP (enclosure).
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3. Review and consider approval of Agreement for Consulting Services between the District and MuniCap, Inc. (enclosure).
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4. Review and consider adoption of a resolution authorizing the issuance of the District's Taxable Second Subordinate General Obligation Limited Tax Refunding Bonds, Series 2025C, in the maximum aggregate principal amount of \$3,500,000 (the "**Series 2025C Bonds**") for the purpose of refinancing certain financial obligations of the District and paying the costs incidental to the issuance of the Series 2025C Bonds; such resolution also authorizing the execution of an Indenture of Trust and all agreements, documents, instruments, certificates, and actions necessary or appropriate in connection with the issuance of such Series 2025C Bonds (enclosure).
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VI. OTHER BUSINESS

A. _____

- VII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR JUNE 10, 2025.**