

## BOND SALE CERTIFICATE

**\$8,025,000**

**Heather Gardens Metropolitan District  
(in the City of Aurora)  
Arapahoe County, Colorado  
General Obligation Refunding Bonds  
Series 2017**

The undersigned hereby certifies that he is the President of the Heather Gardens Metropolitan District, in the City of Aurora, Arapahoe County, Colorado (the "District") and hereby certifies as of the date first written above as follows:

1. **General.** The Board of Directors of the District (the "Board") adopted a bond resolution on October 19, 2017 (the "Bond Resolution"), authorizing the issuance of its General Obligation Refunding Bonds, Series 2017, up to the aggregate principal amount of \$9,000,000 (the "Bonds"). Pursuant to the Bond Resolution, the Board delegated to the President of the District, the authority to execute and deliver this Bond Sale Certificate (the "Sale Certificate") setting forth the date on which the Bonds will be issued (which is also the Dated Date); the aggregate principal amount of the Bonds; the principal amount of the Bonds maturing in each year; the principal amounts, if any, of Bonds subject to mandatory sinking fund redemption, and the years in which such Bonds will be subject to such redemption; the interest rate(s) to be borne by the Bonds; the Interest Payment Dates; the Bonds which may be redeemed at the option of the District, the dates upon which such optional redemption may occur, and the prices at which such Bonds may be optionally redeemed, the identity of the Bond Insurer; the Bonds, if any, constituting Insured Bonds; and the definition of "Permitted Investments," to the extent required to cause issuance of the Bond Insurance Policy as well as any other matters that, in the judgement of the Sale Delegate, are necessary or convenient to be set forth in the Sale Certificate and are not inconsistent with the parameters set forth above. I hereby find that the issuance of the Bonds with the terms more particularly set forth herein complies with all of the foregoing conditions, restrictions and delegation authority as provided in the Bond Resolution. Capitalized terms used but not defined herein shall have the meanings set forth in the Bond Resolution.

2. **Dated Date.** The date of issuance, and the Dated Date, of the Bonds shall be November 29, 2017.

3. **Principal Amount.** The aggregate principal amount of the Bonds shall be \$8,025,000.00.

4. **Mandatory Sinking Fund Redemption.** The Bonds maturing on December 1, 2040 are subject to mandatory sinking fund redemption, prior to maturity, in part, by lot in such manner as the Paying Agent is to determine, on December 1 of each year set forth below, at a redemption price equal to the principal amount thereof (with no redemption premium), plus accrued interest to the redemption date, in the amounts set forth below:

<b>Year of Redemption</b>	<b>Redemption Amount</b>
2038	\$520,000
2039	540,000
2040 <sup>1</sup>	560,000

<sup>1</sup> Final maturity, not a sinking fund redemption.

At its option, to be exercised on or before the 45<sup>th</sup> day next preceding each sinking fund redemption date, the District may (i) deliver to the Paying Agent for cancellation any Bonds and (ii) receive a credit in respect of its sinking fund redemption obligation for any Bonds of the applicable series, maturity and interest rate which prior to such date have been redeemed (otherwise than through the operation of the sinking fund) and cancelled by the Paying Agent and not theretofore applied as a credit against any sinking fund redemption obligation. Each Bond so delivered or previously redeemed is to be credited by the Paying Agent at the principal amount thereof and reduce the obligation of the District by a like principal amount in the year or years determined by the District.

5. ***Interest Rates and Maturities.*** The Bonds shall mature on December 1 of the years and in the principal amounts, and shall bear interest at the rates per annum (calculated based on a 360-day year of twelve 30-day months), as set forth below:

<b>Maturity (December 1)</b>	<b>Principal Amount</b>	<b>Interest Rate</b>
2018	\$ 20,000	2.000%
2019	25,000	2.000
2020	25,000	2.000
2021	270,000	4.000
2022	280,000	4.000
2023	290,000	4.000
2024	300,000	4.000
2025	315,000	4.000
2026	325,000	4.000
2027	340,000	4.000
2028	350,000	4.000
2029	365,000	4.000
2030	380,000	4.000
2031	395,000	4.000
2032	410,000	4.000
2033	430,000	4.000
2034	445,000	4.000
2035	460,000	4.000
2036	480,000	4.000
2037	500,000	4.000
2040	1,620,000	4.000

6. ***Interest Payment Dates.*** The interest payment dates shall be June 1 and December 1 of each year, commencing June 1, 2018.

7. **Optional Redemption.** The Bonds maturing on or after December 1, 2028 are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$5,000, in any order of maturity and in whole or partial maturities, and if in part, in such order of maturities as the District shall determine and by lot within Bonds of the same maturity and bearing the same interest rate, on December 1, 2027 and on any date thereafter, at a redemption price equal to the par amount thereof (with no redemption premium) plus accrued interest to the redemption date.

8. **Bond Insurer and Permitted Investments.** The Bond Insurer is Assured Guaranty Municipal Corp. All of the Bonds constitute Insured Bonds. "Permitted Investments" shall have the definition assigned thereto in the Bond Resolution.

9. **Funding of Escrow Account.** The Sale Delegate has determined that it would be most beneficial for the District to fund the Escrow Account with open market United States Treasury Securities ("Open Market Securities"), as further set forth in the Escrow Agreement.

10. **Exemption from Registration.** Pursuant to Colorado Municipal Bond Supervision Act, the District has filed for an exemption from registration for the Bonds with the Colorado Securities Commissioner. The Bond Resolution contemplated that the Bonds would be exempt from registration as an issue that does not exceed the greater of \$2 million or 50% of the valuation for assessment of the taxable property in the District as certified by the County Assessor. While this exemption is applicable to the Bonds, the District has instead determined to file an exemption under the following category: an issue that is rated in one of its four highest rating categories by one or more nationally recognized organization which regularly rate such obligations.

11. **Parameters.** Pursuant to the Bond Resolution, the authority delegated to the Sale Delegate is subject to the following parameters:

(i) In no event shall the Sale Delegate be authorized to execute the Sale Certificate after the date that is 180 days after the date of adoption of the Bond Resolution and in no event may the Bonds be issued after such date, absent further authorizations by the Board. The Bond Resolution was adopted on October 19, 2017. This Sale Certificate is dated as of November 29, 2017, and the Bonds are being issued as of November 29, 2017.

(ii) The aggregate principal amount of the Bonds shall not exceed \$9,000,000. The aggregate principal amount of the Bonds is \$8,025,000.

(iii) The Bonds shall mature not later than December 1, 2040. The final maturity date of the Bonds is December 1, 2040.

(iv) The net effective interest rate on the Bonds shall be lower than the net effective interest rate of the Refunded Bonds. The net effective interest rate on the Bonds is 3.3762%, which is less than the net effective interest rate of the Refunded Bonds (5.0826%).

(v) The sale price of the Bonds shall be an amount not less than 97% of the aggregate principal amount of the Bonds. As set forth in the Bond Purchase Agreement, the sale price of the Bonds is an amount not less than 97% of the aggregate principal amount of the Bonds.

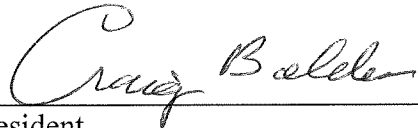
(vi) Any redemption premium shall not be in excess of 3% of the principal amount so redeemed. There is no redemption premium associated with the Bonds.

(vii) The aggregate principal of, premium, if any, and interest to come due on the Bonds, when compared to the aggregate principal of, premium, if any, and interest to come due on the Refunded Bonds, must produce a net present value savings to the District of not less than 5%. The net present value savings is 11.2730%.

[End of Bond Sale Certificate; Signature Appears on Following Page]

IN WITNESS WHEREOF, I have hereunto set my hand to the Bond Sale Certificate as of the 29<sup>th</sup> day of November, 2017.

HEATHER GARDENS METROPOLITAN DISTRICT, in the City of Aurora, Arapahoe County, Colorado

By:   
President

[Signature Page to Bond Sale Certificate]