

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 3 HELD JANUARY 4, 2017

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the STC Metropolitan District No. 3 (referred to hereafter as the "District") was convened on Wednesday, the 4th day of January, 2017, at 5:30 P.M., at the offices of McGeady Becher P.C.; 450 E. 17th Ave., Suite 400, Denver, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

James A. Brzostowicz
Lee Merritt

Following discussion, upon motion duly made by Director Merritt, seconded by Director Brzostowicz and, upon vote, unanimously carried, the absence of Miles Freyer was excused.

Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc.

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

Bill Jencks; Ranch Capital, LLC

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board noted it was in receipt of disclosures of potential conflicts of interest statements for each of the Directors and that the statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting. Ms. Johnson requested that the Directors review the Agenda for the meeting and advised the Board to disclose any new conflicts of interest which had not been previously disclosed. No further disclosures were made by Directors present at the meeting.

ADMINISTRATIVE MATTERS

Agenda: Ms. Johnson distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Merritt and, upon vote, unanimously carried, the Agenda was approved, as presented.

Confirm Location of Meeting, Posting of Meeting Notices and Quorum: Ms. Johnson confirmed the presence of a quorum. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's board meeting.

Following discussion, and upon motion duly made by Director Brzostowicz, seconded by Director Merritt and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries or within 20 miles of its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that the notice of the time, date and location was duly posted and that no objections to the location or any requests that the meeting place be changed were received from taxpaying electors within its boundaries.

Designation of 24-hour Posting Location: Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Merritt and, upon vote, unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the following location: On the fence in the northwest corner of the 5' x 5' District parcel (said parcel located 81 feet north of the fence corner).

Minutes: The Board reviewed the Minutes of the November 2, 2016 Special Meeting.

Following discussion, upon motion duly made by Director Merritt, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board approved the Minutes of the November 2, 2016 Special Meeting.

LEGAL MATTERS

Public Hearing on the Inclusion of Land Owned by RC Superior, LLC: President Brzostowicz opened the public hearing.

It was noted that publication of Notice stating that the Board would consider the inclusion of the property and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received and the public hearing was closed.

RECORD OF PROCEEDINGS


Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Merritt and, upon vote, unanimously carried, the Board approved the inclusion of the property as described in the Petition, subject to successful closing of the Glacier House property. A copy of Resolution No. 2017-01-01 for Inclusion is attached hereto and incorporated herein by this reference.

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 was adjourned.

Respectfully submitted,

By


Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL JANUARY 4, 2017 MINUTES OF THE STC METROPOLITAN DISTRICT NO. 3 BY THE BOARD OF DIRECTORS SIGNING BELOW:


James A. Brzostowicz


Lee Merritt


Miles Freyer


Rob Davis

RESOLUTION NO. 2017-01-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF
STC METROPOLITAN DISTRICT NO. 3 FOR INCLUSION OF REAL PROPERTY**

A. RC Superior, LLC, a Delaware limited liability company, the 100% fee owner of the Property (hereinafter defined) has petitioned the STC Metropolitan District No. 3 (the "**District**") for the inclusion into the District's boundaries of the real property hereinafter described ("**Property**").

B. Public Notice has been published in accordance with law, calling for a public hearing on the request for approval of said Petition.

C. The statutory requirements of Section 32-1-401(1)(a), C.R.S., for submission of a petition for inclusion to the Board of Directors of the District ("**Board**"), including a legal description of the Property, a statement that assent to the inclusion of the Property was obtained by the 100% fee owner thereof and acknowledgment in the same manner as required for conveyances of land, were presented to and have been satisfied and approved by the Board.

D. The District may consider the enlargement or extension of its facilities in the exercise of discretion as a governmental function in the interest of public health, safety and welfare.

E. The District is capable of serving the Property with facilities of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE
STC METROPOLITAN DISTRICT NO. 3, BOULDER COUNTY, COLORADO:

1. That the Board of Directors of the District shall and hereby does order the inclusion of the Property described herein within the boundaries of the District.

2. The name and address of the Petitioner and the legal description of the Property are as follows:

| | |
|-------------|--|
| Petitioner: | RC Superior, LLC, a Delaware limited liability company |
|-------------|--|

| | |
|------------------------|--|
| Address of Petitioner: | c/o Ranch Capital, LLC 12275 El Camino Real, Suite 110 San Diego, CA 92130 |
|------------------------|--|

| | |
|--------------------|---|
| Legal Description: | Approximately 2.645 acres of land legally described on <u>Exhibit A</u> attached hereto and incorporated herein. |
|--------------------|---|

3. That approval of this inclusion is further subject to the following:

(a) On and after the effective date of this inclusion (which shall be the date of recording of the Court Order approving the inclusion by the Clerk and Recorder of Boulder County, Colorado, unless otherwise specified in the Court Order), Petitioner shall be subject to the rules and regulations of the District, and the payment of any and all taxes, fees, rates and charges of the District.

Dated this 4th day of January, 2017.

STC METROPOLITAN DISTRICT NO. 3

By: _____

President

Attest:

Secretary

EXHIBIT A

Legal Description

LOT 3A, BLOCK 1,
SUPERIOR TOWN CENTER FILING NO. 1B REPLAT NO. 3,
TOWN OF SUPERIOR,
COUNTY OF BOULDER,
STATE OF COLORADO.

CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of Resolution No. 2017-01-01, Resolution of the Board of Directors of STC Metropolitan District No. 3, Resolution for Inclusion of Real Property.

STC METROPOLITAN DISTRICT NO. 3

Date:

1/5/17

By:

Secretary

