

## STC METROPOLITAN DISTRICT NO. 2

141 Union Boulevard, Suite 150  
Lakewood, Colorado 80228-1898  
Tel: 303-987-0835 · 800-741-3254  
Fax: 303-987-2032

### NOTICE OF REGULAR MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expires:</u>
James A. Brzostowicz	President	2020/May 2020
Lee Merritt	Treasurer	2020/May 2020
Bob Revis	Assistant Secretary	2018/May 2018
<b>VACANT</b>		2018/May 2018
<b>VACANT</b>		2020/May 2018
Lisa A. Johnson	Secretary	

DATE: February 7, 2018  
TIME: 9:00 A.M.  
PLACE: McGeady Becher P.C.  
450 E. 17<sup>th</sup> Ave., Suite 400  
Denver, CO 80203

#### I. ADMINISTRATIVE MATTERS

- A. Present Disclosures of Potential Conflicts of Interest.
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- B. Approve Agenda, confirm location of the meeting and posting of meeting notices.
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- C. Discuss vacancies.
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#### II. CONSENT AGENDA

- Approve Minutes of the January 3, 2018 Regular Meeting (enclosure).
  - Ratify approval of a Service Agreement with Vargas Property Services, Inc. for 2018 Landscape Maintenance.
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#### III. FINANCIAL MATTERS

- A. Review and ratify approval of payment of claims for the following period (enclosure):

Fund	Period Ending Jan. __, 2018
General	\$ 16,013.98
Debt	\$ -0-
Capital	\$ 14,441.37
<b>Total</b>	<b>\$ 30,455.35</b>

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- B. Review and accept unaudited financial statements through the period ending December 31, 2017 and updated cash position statement dated December 31, 2017 (to be distributed at meeting).
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#### IV. LEGAL MATTERS

- A. Discuss status of approval from the Town of Superior of Resolution Regarding the Imposition of Fees.
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- B. Review requirements associated with the 2018 PIF payment.
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- C. Review and consider acceptance of appraisal report prepared by National Valuation Consultants, Inc. regarding the Parking Structure (enclosure).
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#### V. CAPITAL PROJECTS

- A. Review and accept improvement costs in the amount of \$\_\_\_\_\_ under that certain Final Engineers Report and Certification No. #32 prepared by Manhard Consulting, Ltd. (to be distributed at meeting).
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- B. Consider approval of Change Order No. 5, Superior Town Center Discovery Parkway FD1, Phase 2B, under the Contract between the District and Hudick Excavating, Inc., for an increase in the contract amount of \$\_\_\_\_\_ (to be distributed at meeting).
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- C. Review and consider approval of punch list items for acceptance of FDP 1 Phase 1 from the Town of Superior (enclosure).
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#### VI. DEVELOPER UPDATE

- A. Status of lot and home sales.
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#### VII. OTHER MATTERS

- A. \_\_\_\_\_
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VIII. ADJOURNMENT     ***THE NEXT REGULAR MEETING IS SCHEDULED FOR  
MARCH 7, 2018.***

## RECORD OF PROCEEDINGS

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### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 2 HELD JANUARY 3, 2018

A Regular Meeting of the Board of Directors (referred to hereafter as the "Board") of the STC Metropolitan District No. 2 (referred to hereafter as the "District") was convened on Wednesday, the 3rd day of January, 2018, at 9:00 A.M., at the offices of McGeady Becher P.C., 450 E. 17<sup>th</sup> Avenue, Suite 400, Denver, Colorado. The meeting was open to the public.

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#### ATTENDANCE

##### Directors In Attendance Were:

James A. Brzostowicz  
Lee Merritt  
Bob Revis

##### Also In Attendance Were:

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

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

Mark Chambers; Simmons & Wheeler, P.C.

Sonia Chin and Jessica Sergi; Ranch Capital, LLC (via speakerphone)

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#### 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 not 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.

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#### ADMINISTRATIVE MATTERS

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

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

## RECORD OF PROCEEDINGS

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**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 Merritt, seconded by Director Revis 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 taxing electors within its boundaries.

**Designation of 24-hour Posting Location:** Following discussion, upon motion duly made by Director Merritt, seconded by Director Brzostowicz 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 86 feet north of the fence corner.

**Consideration of Board Appointment After Publication of Notice of Vacancy:** The Board deferred discussion to February 2018.

**Appointment of Officers:** The Board deferred discussion to February 2018.

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### **CONSENT AGENDA**

The Board considered the following actions:

- Approve Minutes of the December 7, 2017 Special Meeting.
- Ratify approval of Award of Contract for Superior Town Center, FDP1, Phase 2B, Block 13 Courtyards to SAMORA Construction.
- Ratify approval of Change Order No. 1 for additional GIS Mapping Services with Manhard Consulting, Ltd.

Following review, upon motion duly made by Director Brzostowicz, seconded by Director Merritt and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

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### **FINANCIAL MATTERS**

**Claims:** The Board considered approval of the payment of claims as follows:

## RECORD OF PROCEEDINGS

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Fund	Period Ending Dec. 12, 2017
General	\$ 17,368.66
Debt	\$ -0-
Capital	\$ 6,013.45
<b>Total</b>	<b>\$ 23,382.11</b>

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Merritt and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

**Unaudited Financial Statements:** Mr. Chambers presented the unaudited financial statements for the period ending November 30, 2017 and the updated schedule of cash position for the period ending November 30, 2017.

Following review, upon motion duly made by Director Brzostowicz, seconded by Director Merritt and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending November 30, 2017 and the updated schedule of cash position for the period ending November 30, 2017.

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### **LEGAL MATTERS**

**Status of Approval from the Town of Superior of Resolution Regarding the Imposition of Fees:** The Board discussed the status of approval from the Town of Superior of the Resolution Regarding the Imposition of Fees. Ms. Johnson reported that she has a meeting schedule with the Town Manager to discuss what information is needed to seek approval of the operations and maintenance fee on January 5, 2018.

**Appraisal Assignment for proposed shared-use parking structure in the Superior Town Center PD Area:** Attorney Becher reviewed with the Board the Appraisal Assignment for the proposed shared-use parking structure in the Superior Town Center PD Area, between the District and National Valuation Consultants, Inc.

Following review, upon motion duly made by Director Brzostowicz, seconded by Director Merritt and, upon vote, unanimously carried, the Board ratified approval of the Appraisal Assignment for the proposed shared-use parking structure in the Superior Town Center PD Area, between the District and National Valuation Consultants, Inc.

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### **CAPITAL PROJECTS**

**Final Engineer's Report and Certification #31 dated December 19, 2017:** Ms. Johnson reviewed with the Board the Final Engineer's Report and Certification #31 dated December 19, 2017, prepared by Manhard Consulting Co.

## RECORD OF PROCEEDINGS

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Following discussion, upon motion duly made by Director Merritt, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board accepted the improvement costs in the approximate amount of \$1,561,854.08 under that certain Final Engineer's Report and Certification #31 dated December 19, 2017, prepared by Manhard Consulting Co.

**Change Order No. 5, Superior Town Center Discovery Parkway FD1, Phase 2B, under the Contract between the District and Hudick Excavating, Inc.:** The Board deferred discussion.

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### **DEVELOPER UPDATE**

**Lot and Home Sales:** Director Revis discussed with the Board the status of lot and home sales.

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### **OTHER MATTERS**

**2018 Landscape Maintenance Agreement:** Director Revis reported to the Board that the agreement is in progress.

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### **ADJOURNMENT**

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

Respectfully submitted,

By \_\_\_\_\_  
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL JANUARY 3, 2018  
MINUTES OF THE STC METROPOLITAN DISTRICT NO. 2 BY THE BOARD  
OF DIRECTORS SIGNING BELOW:

\_\_\_\_\_  
James A. Brzostowicz

\_\_\_\_\_  
Lee Merritt

\_\_\_\_\_  
Bob Revis

**STC Metropolitan District No.2**  
**January-18**

	General	Debt	Capital	Totals
Disbursements	\$ 15,798.68	\$ -	\$ 14,441.37	\$ 30,240.05
Qtr Payroll Tax	\$ -	\$ -	\$ -	\$ -
Payroll	\$ 200.00	\$ -	\$ -	\$ 200.00
Payroll Taxes District Portion	\$ 15.30	\$ -	\$ -	\$ 15.30
<b>Total Disbursements from Checking Acct</b>	<b>\$16,013.98</b>	<b>\$0.00</b>	<b>\$14,441.37</b>	<b>\$30,455.35</b>



Check No and Date	Payee	Invoice No	GL Account Title	GL Acct	Amount	Total
1230	<i>Special Check - Released</i>					
12/28/2017	National Valuation Consultants, I	20171228	Legal	3-675	5,500.00	5,500.00
Total 1230:						5,500.00
1231						
01/17/2018	BrightView Landscape Services,	17934774	Miscellaneous	1-685	7,572.00	7,572.00
Total 1231:						7,572.00
1232						
01/17/2018	Manhard Consulting	30396	Management	1-680	600.00	600.00
01/17/2018	Manhard Consulting	30406	Engineering	3-784	5,935.00	5,935.00
Total 1232:						6,535.00
1233						
01/17/2018	McGeady Becher P.C.	1190B DEC 17	Legal	3-675	1,508.65	1,508.65
01/17/2018	McGeady Becher P.C.	1190B DEC 17	Legal	1-675	743.51	743.51
Total 1233:						2,252.16
1234						
01/17/2018	Prairie Mountain Publishing	101376446	Legal	1-675	40.92	40.92
Total 1234:						40.92
1235						
01/17/2018	Simmons & Wheeler, P.C.	21936	Accounting	3-612	403.00	403.00
01/17/2018	Simmons & Wheeler, P.C.	21936	Accounting	1-612	421.19	421.19
01/17/2018	Simmons & Wheeler, P.C.	22092	Accounting	3-612	600.00	600.00
01/17/2018	Simmons & Wheeler, P.C.	22092	Accounting	1-612	672.19	672.19
Total 1235:						2,096.38
1236						
01/17/2018	Special Dist Management Srvs	#1 DEC 17	Management	3-680	413.72	413.72
01/17/2018	Special Dist Management Srvs	#1 DEC 17	Accounting	1-612	108.00	108.00
01/17/2018	Special Dist Management Srvs	#2 DEC 17	Management	1-680	2,831.49	2,831.49
01/17/2018	Special Dist Management Srvs	#2 DEC 17	Management	3-680	81.00	81.00
01/17/2018	Special Dist Management Srvs	#2 DEC 17	Accounting	1-612	850.50	850.50
01/17/2018	Special Dist Management Srvs	#3 DEC 17	Management	1-680	432.00	432.00
01/17/2018	Special Dist Management Srvs	#3 DEC 17	Accounting	1-612	108.00	108.00
Total 1236:						4,824.71
1237						
01/17/2018	Special District Association	2018011012391216	Prepaid Expenses	1-143	225.69	225.69
01/17/2018	Special District Association	2018011023912261	Prepaid Expenses	1-143	504.29	504.29
01/17/2018	Special District Association	2018011023912361	Prepaid Expenses	1-143	225.14	225.14
Total 1237:						955.12
1238						
01/17/2018	Xcel Energy	574714693	Utilities	1-704	2.76	2.76
01/17/2018	Xcel Energy	574733832	Utilities	1-704	166.36	166.36
01/17/2018	Xcel Energy	574737359	Utilities	1-704	125.96	125.96
01/17/2018	Xcel Energy	574747881	Utilities	1-704	168.68	168.68

Check No and Date	Payee	Invoice No	GL Account Title	GL Acct	Amount	Total
Total 1238:						453.76
Grand Totals:						30,240.05

Check Issue Date	Check Number	Payee	Amount
01/17/2018	9088	Brzostowicz, James	
01/17/2018	9089	Revis, Robert	92.35
Grand Totals:			
	2		92.35



January 8, 2018

Mr. Bill Jencks  
RC Superior, LLC  
11452 El Camino Real, Suite 120  
San Diego, CA 92130

**RE: PROBATIONARY ACCEPTANCE OF PUBLIC IMPROVEMENTS  
SUPERIOR TOWN CENTER FDP 1, PHASE 1**

Dear Mr. Jencks,

The Town of Superior has completed inspections of the required public improvements in Superior Town Center, FDP 1, Phase 1 and associated Amendments, as depicted in attached Exhibit A. These improvements include:

	Improvement	Start of Warranty Period
1	Main Street from just west of Gateway Drive roundabout to Superior Drive	1-Nov-17
2	Superior Drive from Lift Station to Old Rail Way	15-Dec-17
3	Detention Pond #312, located east of Sport Stable	15-Dec-17
4	Lift Station, located on Tract C	10-Jan-17

The public improvements are in substantial compliance with Town of Superior Standards and Specifications, Project Drawings and Details, Project Specifications, and the requirements of Right-of-Way permit RW 3259, except for the punch list items listed in attached Exhibit B. Town staff has approved these public improvements for probationary acceptance, with two-year warranty periods starting as listed above. These punch list items must be completed by May 31, 2018. The total value of the improvements is \$10,310,171, and the Town has received a Performance Bond (Bond) in an amount of \$2,577,542.75, Bond #41368487 from Platte River Insurance Company to guarantee replacement and/or repair of the improvements during the required two (2) year warranty period.

The Town is in receipt of a Performance Bond to be held through the warranty period for these improvements, and in execution of this Letter the Town is releasing five remaining Performance Bonds associated with these improvements, totaling \$9,053,649.75, as follows:

1. IFIC, #SEIFSU0625801, \$465,160.44
2. Platte River, #41323823, \$1,101,371.80
3. Platte River, #41323844, \$2,414,582.28
4. Platte River, #41344478, \$1,366,460.23
5. IFIC, #SEIFSU0721434, \$3,706,075.00

This letter constitutes written notification of probationary acceptance. During the two (2) year warranty period, which begins for each item as indicated above, the expense of any repairs or routine maintenance caused by defective workmanship, construction related activities, traffic or other actions will be borne by RC Superior, LLC. RC Superior, LLC, shall maintain and keep in good repair all improvements described herein. The Town will notify the permittee if it is determined that repair or maintenance may be required. If the repair or maintenance is not performed by the permittee in a timely manner, the Town reserves the right to perform such repairs or maintenance to assure proper service delivery to our customers or to provide for proper operation of the systems. The expense of any repair or maintenance completed by the Town will be borne RC Superior, LLC.

Thirty (30) days prior to expiration of the two (2) year warranty period for each of the improvements listed above, **it will be the responsibility of the RC Superior, LLC, to request a final inspection** and to prepare the improvements for inspection and final acceptance. Inspection will be scheduled by Town staff, and if the improvements are found to be in acceptable condition a letter of Final Acceptance will be issued and the Performance Bond will be released. The Town will then accept ownership and maintenance responsibility for the improvements.

If after inspection for final acceptance, the improvements are not in acceptable condition, a punch list of required repairs will be generated and the permittee will be responsible for correcting the deficiencies. Once the punch list items are corrected and found acceptable by the Town, the letter of Final Acceptance will be issued and the Performance Bond will be released. As each project is finally accepted by the Town, appropriate reduction in the performance bond may be requested by RC Superior, LLC.

If at any time during the two (2) year warranty period the Town receives notification that the Bond is being revoked or cancelled for any reason, the Town reserves the right to call the total value of the Bond to assure adequate funding to complete end of warranty period repairs. Other terms and conditions of the ordinance may be enforced if necessary in order to assure compliance with the acceptance process.

Notwithstanding any other terms or contingencies in this document, and pursuant to the Development Agreement between the Town of Superior, Colorado, the Superior Metropolitan District No.1, the Superior Urban Renewal Authority, and RC Superior,

LLC, Section 10.2, the Town hereby conditionally accepts the Public Improvements for the First Phase of Development.

Should you have any questions about the contents of this letter or your responsibilities, please do not hesitate to contact the Town at 303-499-3675.

A handwritten signature in black ink, reading "Alex Ariniello". The signature is fluid and cursive, with the first name "Alex" and last name "Ariniello" clearly distinguishable.

Alex Ariniello  
Public Works & Utilities Director

cc: Matt Magley, Town of Superior  
Paul Nilles, Town of Superior  
Rick Davis, Town of Superior  
Bob Revis, RC Superior

**EXHIBT A**  
**Superior Town Center – FDP #1**



**EXHIBIT B**  
**Superior Town Center – FDP 1, Phase 1**  
**Punchlist items to be completed by May 31, 2018**

**Streets**

1. Superior Drive finish lift asphalt – Asphalt finish lift fails to meet Town specifications. Requires milling out the asphalt from Main St south to the south gutter line of Old Railway Road. Milling 2 inches and overlaying 2 inches of PG 64-22 virgin grade SX.

**Landscaping**

2. Restore landscaping in the area north of the lift station (Tract C). Damage as of 12/4/17:
  - 1- Thornless Cockspur Hawthorn
  - 12 -Pink Delight Butterfly Bush
  - 4- Russian Sage
  - Irrigation TBD once activated in spring 2018

**As-Built Plans**

3. Provide a complete set of as-built plans encompassing all infrastructure drawings for FDP 1, Phase 1 and associated Amendments in paper and electronic format.
4. Provide letter from Engineer of Record documenting changes from FDP 1, Phase 1 and associated Amendments that were constructed in the field.
5. Provide GIS data for all infrastructure items contained within public right-of-way or Town-owned parcels in FDP 1, Phase 1.