

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 2 HELD APRIL 3, 2019

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 Tuesday, the 3rd day of April, 2019, at 9:00 A.M., at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

James A. Brzostowicz
Angie Hulsebus

Also In Attendance Were:

Lisa A. Johnson, Judy Leyshon and Peggy Ripko; Special District Management Services, Inc. ("SDMS")

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

Mark Chambers; Simmons & Wheeler, P.C.

Dave Andrews; Edifice, LLC

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

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 Regular Meeting.

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Following discussion, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz 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, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz 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, the meeting would be conducted 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 the District's boundaries.

CONSENT AGENDA

The Board considered the following actions:

- Approve Minutes of the March 6, 2019 Regular Meeting.
- Ratify approval of Service Agreement with Edifice, LLC for Project Management Services.

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

FINANCIAL MATTERS

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

Fund	Period Ending Mar. 27, 2019
General	\$ 24,958.58
Debt	\$ -0-
Capital	\$ 6,683.61
Total	\$ 31,642.19

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

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Unaudited Financial Statements: Mr. Chambers presented the unaudited financial statements for the period ending February 28, 2019.

Following discussion, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending February 28, 2019.

LEGAL MATTERS

Public Hearing on the Inclusion of 1.968 Acres owned by RC Superior, LLC: Director Brzostowicz opened the public hearing to consider the Petition for Inclusion received from RC Superior, LLC to include approximately 1.968 acres into the boundaries of the District.

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.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board approved the inclusion of the property as described in the Petition for Inclusion and adopted Resolution No. 2019-04-01, Resolution for Inclusion of Real Property, contingent upon the property closing. A copy of Resolution No. 2019-04-01 for the inclusion of approximately 1.968 acres owned by RC Superior, LLC is attached hereto and incorporated herein by this reference.

Request from Aweida Properties Regarding Recordation of Covenants, Conditions, and Restrictions: Attorney Becher reported on a recent discussion with Aweida Properties regarding their request for the District to enforce covenants on the Aweida property. The Board indicated their concurrence with enforcing covenants recorded against Aweida's property so long as they are substantially similar to existing covenants as approved by Legal Counsel to the District.

Following discussion, the Board directed Legal Counsel to send the existing Covenants, Conditions, and Restrictions to Mr. Aweida for his preparation/recordation, subject to District's review.

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OPERATIONS / MAINTENANCE

Structural Engineering Service Agreement between the District and Loris and Associates, a Division of Otak for Structural Design of Marshall Road Bridge: It was noted that the Structural Engineering Agreement between the District and Loris and Associates, a Division of Otak for structural design of Marshall Road Bridge has been fully executed.

Additional Pet Waste Stations for Installation: The Board discussed additional pet waste stations for the District.

Following discussion, the Board approved up to three (3) new pet waste stations for the District. Ms. Ripko will determine the appropriate locations.

COMMUNITY MANAGEMENT/ COVENANT CONTROL

Community Management Report: Ms. Ripko presented to the Board the Community Manager's Report.

Additional Options for Outdoor Shade Specifications: The Board discussed additional options for outdoor shade specifications. The Board was in agreement with the amendments to the Design Guidelines that will come before the Board for approval in May.

CAPITAL PROJECTS

Final Engineer's Report and Certification #46 dated March 20, 2019: Ms. Johnson reviewed with the Board the improvement costs under the Final Engineer's Report and Certification #46, dated March 20, 2019, prepared by Ranger Engineering, LLC.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board accepted the improvement costs in the approximate amount of \$212,355.06 under that certain Final Engineer's Report and Certification #46, dated March 20, 2019, prepared by Ranger Engineering, LLC.

Contract for Block 25 Infrastructure to SAMORA Construction for Utilities, Walks, Pavement, and Lighting: It was noted that contract documents are complete. It was further noted that work has begun.

Change Order No. 11, Superior Town Center under the Construction Contract between the District and Hudick Excavating, Inc.: The Board discussed and reviewed Change Order No. 11, Superior Town Center under the Construction Contract between the District and Hudick Excavating, Inc.

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Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board approved Change Order No. 11, Superior Town Center under the contract between the District and Hudick Excavating, Inc. for an increase in the contract amount of \$141,012.

Change Order No. 12 Revision 1, Superior Town Center under the Construction Contract between the District and Hudick Excavating, Inc.: The Board discussed and reviewed Change Order No. 12 Revision 1, Superior Town Center under the Construction Contract between the District and Hudick Excavating, Inc.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board approved Change Order No. 12 Revision 1, Superior Town Center under the contract between the District and Hudick Excavating, Inc. for an increase in the Construction Contract amount of \$34,158.

Revised Proposal from SAMORA Construction for Superior Town Center Entrance Signage: The Board discussed the proposal from SAMORA Construction for Superior Town Center Entrance Signage in the amount of \$261,756.90.

Following discussion, the Board determined to permit the developer to contract for the work and submit the public costs for certification and reimbursement.

Proposal from Summit Services Group for the Continuation of Stormwater Inspection Services: The Board discussed a proposal from Summit Services Group for the continuation of Stormwater Inspection Services.

Following discussion, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board approved the proposal from Summit Services Group for the continuation of Stormwater Inspection Services in the amount of \$19,200.

DEVELOPER UPDATE

Lot and Home Sales: Mr. Jencks provided an update to the Board on lot and home sales.

OTHER MATTERS

There were no other matters before the Board for discussion.

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ADJOURNMENT

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

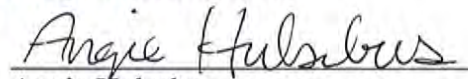
Respectfully submitted,

By


Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL APRIL 3, 2019
REGULAR MEETING MINUTES OF THE STC METROPOLITAN DISTRICT
NO. 2 BY THE BOARD OF DIRECTORS SIGNING BELOW:


James A. Brzostowicz


Angie Hulsebus

RESOLUTION NO. 2019-04-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF
STC METROPOLITAN DISTRICT NO. 2 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. 2 (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. 2, TOWN OF SUPERIOR, 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:	11452 El Camino Real, Suite 120 San Diego, CA 92130
Legal Description:	Approximately 1.968 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), the Property 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 ^{3rd} ~~1~~ day of ~~1~~ ³ April, 2019.

STC METROPOLITAN DISTRICT NO. 2

By: _____

President

Attest:



Secretary

EXHIBIT A

Legal Description

A parcel of land, being Lot 3B, Block 1 of Superior Town Center Filing No. 1B Replat No. 3 recorded December 1, 2016 as Reception No. 3560623 of the Records of Boulder County, located in the Northwest Quarter (NW1/4) of Section Nineteen (19), Township One South (T.1S.), Range Sixty-nine West (R.69W.) of the Sixth Principal Meridian (6th P.M.), Town of Superior, County of Boulder, State of Colorado.


Said parcel contains 1.968 Acres, more or less (±).

CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of Resolution No. 2019-03-01, Resolution of the Board of Directors of STC Metropolitan District No. 2, Resolution for Inclusion of Real Property.

STC METROPOLITAN DISTRICT NO. 2

Date: 4-3-19

By: 
Secretary