

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 3 HELD JUNE 5, 2019

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 5<sup>th</sup> day of June, 2019, at 9:00 A.M., at the offices of McGeady Becher P.C., 450 E. 17<sup>th</sup> Ave., 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 and Peggy Ripko; Special District Management Services, Inc.

Kate Olson, Esq. and Dawn Fredette; McGeady Becher P.C.

Mark Chambers; Simmons & Wheeler, P.C.

Bill Jencks and Jessica Sergi; RC Superior (via speakerphone)

Dave Andrews; Edifice 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 advise 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 Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Agenda was approved, as amended.

**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 the District's boundaries, or within the County which the District is located, 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 of the meeting 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.

**Minutes:** The Board reviewed the Minutes of the November 7, 2018 Regular Meeting.

Following discussion, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board approved the minutes of the November 7, 2018 Regular Meeting.

### **FINANCIAL MATTERS**

**Engagement Letter with Simmons & Wheeler, P.C. for Accounting Services:** The Board reviewed an engagement letter with Simmons & Wheeler, P.C. for Accounting Services.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board ratified approval of the engagement letter with Simmons & Wheeler, P.C. for Accounting Services.

**Application for Exemption from Audit for 2018:** The Board discussed the execution and filing of the Application for Exemption from Audit for 2018.

Following discussion and review, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board ratified approval of the execution and filing of the Application for Exemption from Audit for 2018.

## RECORD OF PROCEEDINGS

---

**Unaudited Financial Statements:** Mr. Chambers presented the unaudited financial statements for the period ending April 30, 2019.

Following review, 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 April 30, 2019.

**2020 Budget Preparation:** The Board discussed the preparation of the 2020 Budget.

Following discussion, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2020 Budget. The Board determined to hold the public hearing to consider adoption of the 2020 Budget on Wednesday, November 6, 2019 at 9:00 a.m. at the regular meeting location.

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### **LEGAL MATTERS**

There were no legal matters for discussion at this time.

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### **OTHER MATTERS**

**Appointment of Directors:** The Board considered the appointment of Terry Willis and Lee Merritt to fill the vacancies on the Board after publication of notice of vacancies in the Boulder Daily Camera on May 10, 2019.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, Terry Willis and Lee Merritt were appointed to fill the vacancies on the Board.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the following slate of officers was appointed:

President	James Brzostowicz
Treasurer	Angie Hulsebus
Secretary	Lisa A. Johnson
Assistant Secretary	Terry Willis
Assistant Secretary	Lee Merritt

## RECORD OF PROCEEDINGS

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### 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