

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 2 HELD JULY 11, 2018

A Special 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 11th day of July, 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.

#### ATTENDANCE

##### Directors In Attendance Were:

James A. Brzostowicz  
Bob Revis  
Angie Hulsebus (via speakerphone)

##### Also In Attendance Were:

Lisa A. Johnson and Peggy Ripko; Special District Management Services, Inc.

Megan Becher, Esq. and Craig Sorensen; McGeady Becher P.C.

Mark Chambers; Simmons & Wheeler, P.C.

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

Bill Jencks; 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 Special Meeting.

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Following discussion, upon motion duly made by Director Revis, 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, and upon motion duly made by Director Revis, 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, 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.

**Resignation of Director:** The resignation of Director Lee Merritt effective as of June 15, 2018 was acknowledged by the Board of Directors.

### **CONSENT AGENDA**

The Board considered the following actions:

- Approve Minutes of the June 6, 2018 Regular Meeting.
- Ratify approval of Service Agreement for Regulatory Compliance Services between District and MMI Water Engineers, LLC.
- Ratify approval of Master Service Agreement with Vargas Property Services, Inc. for Landscape Maintenance Services between the District and Vargas Property Services, Inc.

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

### **FINANCIAL MATTERS**

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

Fund	Period Ending June 30, 2018
General	\$ 30,936.79
Debt	\$ -0-
Capital	\$ 10,463.31
<b>Total</b>	<b>\$ 41,400.10</b>

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Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Revis 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 May 31, 2018 and the updated schedule of cash position for the period ending May 31, 2018.

Following review, upon motion duly made by Director Brzostowicz, seconded by Director Revis and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending May 31, 2018 and the updated schedule of cash position for the period ending May 31, 2018.

**Status of 2017 Audit:** Following discussion, the Board authorized the Auditor, Steve Dazzio to file a request for an extension of time to file the 2017 Audit with the State Auditor's office. The audit will be presented to the Board at the August meeting.

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### **LEGAL MATTERS**

**Status of First Amendment to Facilities Funding and Acquisition Agreement between the District and RC Superior, LLC:** Attorney Becher reported the Agreement has been finalized and will be executed concurrent with the parking garage conveyance.

**Parking Garage Conveyance:** Attorney Becher reported that documents necessary to convey the parking garage to the District are still under negotiation with the Developer, and that closing is anticipated on or about August 1, 2018.

**Colorado Department of Public Health and Environment ("CDPHE")– Stormwater Management Plan:** Ms. Johnson presented information from CDPHE. The CDPHE did not approve the SEP project the District requested. The Board will review the options and determine a plan going forward.

**Rules and Regulations:** Ms. Johnson noted that there is no new update to the Rules and Regulations to include compliance with the District's Stormwater Management Plan.

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### **OPERATIONS / MAINTENANCE**

**Resolution Regarding Imposition of Fees:** No new information to report on the status of approval from the Town of Superior to the Resolution of Fees or the update of Operations and Maintenance Analysis.

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### CAPITAL PROJECTS

**Final Engineer's Report and Certification No. 34 R1 revised June 13, 2018** Ms. Johnson reviewed with the Board the improvement costs under the Final Engineer's Report and Certification #34 R1 revised June 13, 2018, prepared by Manhard Consulting, Ltd.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Revis and, upon vote, unanimously carried, the Board accepted the improvement costs in the approximate amount of \$623,505.43 under that certain Final Engineer's Report and Certification #34 R1 revised June 13, 2018, prepared by Manhard Consulting, Ltd.

**Final Engineer's Report and Certification No. 35 prepared June 18, 2018**: Ms. Johnson reviewed with the Board the improvement costs under the Final Engineer's Report and Certification #35 dated June 18, 2018, prepared by Manhard Consulting, Ltd.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Revis and, upon vote, unanimously carried, the Board accepted the improvement costs in the approximate amount of \$695,052.19 under that certain Final Engineer's Report and Certification #35 dated June 18, 2018, prepared by Manhard Consulting, Ltd.

**Change Order No. 1 to the Village Green Park Construction Contract between the District and SAMORA Construction**: Director Revis reviewed with the Board Change Order No. 1 to the Village Green Park Construction Contract between the District and SAMORA Construction in the amount of \$1,802.17.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Revis, and, upon vote, unanimously carried, the Board approved Change Order No. 1 to the Village Green Park Construction Contract between the District and SAMORA Construction in the amount of \$1,802.17.

**Change Order No. 10 to the Superior Town Center - Phase 1 Final Plan Sidewalks/Parking/Landscaping Construction Contract between the District and SAMORA Construction**: Director Revis reviewed with the Board Change Order No. 10 to the Superior Town Center - Phase 1 Final Plan Sidewalks/Parking/Landscaping Construction Contract between the District and SAMORA Construction in the amount of \$9,242.14.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Revis, and, upon vote, unanimously carried, the Board approved Change Order No. 10 to the Superior Town Center - Phase 1 Final Plan

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Sidewalks/Parking/Landscaping Construction Contract between the District and SAMORA Construction in the amount of \$9,242.14.

**Change Order No. 2 to the Superior Town Center – FDP 2/FDP 3 Phase 1 South Courtyard Construction Contract between the District and SAMORA Construction.**: Director Revis reviewed with the Board Change Order No. 2 to the Superior Town Center – FDP 2/FDP 3 Phase 1 South Courtyard Construction Contract between the District and SAMORA Construction in the amount of \$11,418.19.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Revis, and, upon vote, unanimously carried, the Board approved Change Order No. 2 to the Superior Town Center – FDP 2/FDP 3 Phase 1 South Courtyard Construction Contract between the District and SAMORA Construction in the amount of \$11,418.19.

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**DEVELOPER  
UPDATE**

**Lot and Home Sales:** Mr. Jencks provided an update on lot and home sales.  
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**OTHER MATTERS**

**Reschedule August Regular Board Meeting:** The Board discussed rescheduling the August regular meeting. The Board determined to hold a special meeting on August 8, 2018 at 9:00 am at the regular meeting location..

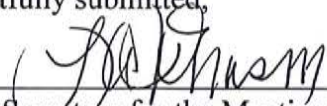
**Operation and Manintenance Contracts for 2019:** The Board discussed the need for operations and maintenance service contracts for 2019. Ms. Ripko will work with Director Revis to identify needs and then solicit proposals.  
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**ADJOURNMENT**

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

Respectfully submitted,

By \_\_\_\_\_

  
Secretary for the Meeting

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THESE MINUTES ARE APPROVED AS THE OFFICIAL JULY 11, 2018  
MINUTES OF THE STC METROPOLITAN DISTRICT NO. 2 BY THE BOARD  
OF DIRECTORS SIGNING BELOW:

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

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

\_\_\_\_\_  
Angie Hulsebus