

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 1 HELD SEPTEMBER 5, 2018

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the STC Metropolitan District No. 1 (referred to hereafter as the "District") was convened on Wednesday, the 5th day of September, 2018, at 9:00 A.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
Bob Revis

Also In Attendance Were:

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

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

Mark Chambers; Simmons & Wheeler, P.C.

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

Angie Hulsebus; Board Candidate

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 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, 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 its boundaries.

May 2018 Election: Ms. Johnson noted for the Board that the May 8, 2018 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were not more candidates than positions available on the Board of Directors. Director Revis was deemed elected to a 4-year term ending in May, 2022.

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

Consideration of Appointment to the Board of Directors: The Board considered appointment of Angie Hulsebus to the Board of Directors to fill a vacancy on the Board of Directors after publication of Notice of Vacancy was published on May 11, 2018.

Following discussion, and upon motion duly made by Director Revis, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board appointed Angie Hulsebus to the Board of Directors to fill a vacancy on the Board of Directors after publication of Notice of Vacancy was published on May 11, 2018. The Oath was administered.

RECORD OF PROCEEDINGS

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

President	James Brzostowicz
Treasurer	Angie Hulsebus
Secretary	Lisa A. Johnson
Assistant Secretary	Bob Revis

Minutes: The Board reviewed the Minutes of the March 7, 2018 special meeting.

Following discussion, upon motion duly made by Director Brzostowicz seconded by Director Revis and, upon vote, unanimously carried, the Board approved the minutes of the March 7, 2018 special meeting.

FINANCIAL MATTERS

Unaudited Financial Statements: Mr. Chambers presented the unaudited financial statements for the period ending June 30, 2018 and the updated schedule of cash position for the period ending June 30, 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 June 30, 2018 and the updated schedule of cash position for the period ending June 30, 2018.

First Bank Account: The Board discussed closing the First Bank Account.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Revis and, upon vote, unanimously carried, the Board approved closing the First Bank Account.

2017 Audit Extension of Time: The Board considered approval of the 2017 Audit extension of time.

Following discussion, upon motion duly made by Director Revis, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board ratified approval of the 2017 Audit extension of time.

2017 Audit: It was noted that the Audit is still in process. The Board discussed who to appoint to review and approve 2017 Audit for filing.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Revis, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board appointed Director Brzostowicz to review and approve the 2017 Audit for filing, subject to incorporating any final legal comments.

Preparation of 2019 Budget: The Board discussed the preparation of the 2019 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 2019 Budget. The Board determined to hold the public hearing to consider adoption of the 2019 Budget on Wednesday, November 7, 2018 at 9:00 a.m. at the regular meeting location

LEGAL MATTERS

Intergovernmental Agreement Regarding Covenant Enforcement and Design Review Services: Attorney Becher presented to the Board for consideration and approval, an Intergovernmental Agreement regarding Covenant Enforcement and Design Review Services by and between STC Metropolitan District No. 1, STC Metropolitan District No. 2, and STC Metropolitan District No. 3.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Revis and, upon vote, unanimously carried, the Board ratified approval of an Intergovernmental Agreement regarding Covenant Enforcement and Design Review Services by and between STC Metropolitan District No. 1, STC Metropolitan District No. 2, and STC Metropolitan District No. 3.

OTHER MATTERS

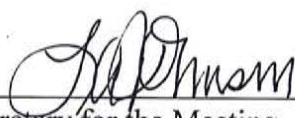
There were no other matters for discussion at this time.

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.

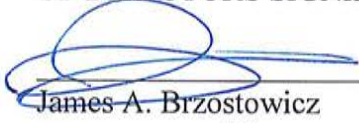
Respectfully submitted,

By _____


Secretary for the Meeting

RECORD OF PROCEEDINGS

THESE MINUTES ARE APPROVED AS THE OFFICIAL SEPTEMBER 5, 2018
MINUTES OF THE STC METROPOLITAN DISTRICT NO. 1 BY THE BOARD
OF DIRECTORS SIGNING BELOW:



James A. Brzostowicz



Angie Hulsebus

Bob Revis