

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 2 HELD NOVEMBER 1, 2023

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 1st day of November, 2023, at 9:00 A.M. This District Board meeting was held via Zoom and via telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

James A. Brzostowicz, President
Terry Willis, Treasurer

Also In Attendance Were:

Peggy Ripko and Michelle Gardner (for a portion of the meeting); Special District Management Services, Inc. ("SDMS")

Jennifer L. Ivey, Esq. (for a portion of the meeting) and Alicia J. Corley, Esq.; Icenogle Seaver Pogue, P.C.

Diane Wheeler; Simmons & Wheeler, P.C.

Bill Jencks, C. Wences, and Sonia Chin; Ranch Capital, LLC

Anthony Harrigan; STC Metropolitan District No. 1 Board Member

Tim Follett; District Resident

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. Ripko 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

Confirm Quorum: Ms. Ripko confirmed the presence of a quorum.

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Agenda: The Board reviewed the proposed Agenda for the District's Regular Meeting.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

Confirm Location of Meeting and Posting of Meeting Notices: Ms. Ripko confirmed that notice of the time, date and location/manner of the meeting was duly posted.

Minutes: The Board reviewed the Minutes of the October 11, 2023 Special Meeting.

Following discussion, upon motion duly made by Director Willis, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board approved the Minutes of the October 11, 2023 Special Meeting.

Annual Resolution: Ms. Ivey reviewed Resolution No. 2023-11-01; Annual Resolution with the Board.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-11-01; Annual Resolution, as presented.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

Unaudited Financial Statements: Ms. Wheeler presented to the Board the unaudited financial statements through the period ending June 30, 2023.

Following review and discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board accepted the unaudited financial statements through the period ending June 30, 2023.

2023 Audit: The Board reviewed the proposal from Dazzio & Associates, PC to perform the 2023 Audit.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the engagement of Dazzio & Associates, PC to perform the 2023 Audit, for an amount not to exceed \$6,600.

Public Hearing on Proposed 2023 Budget Amendment:

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2023 Budget Amendment Hearing: The President opened the public hearing on the proposed 2023 budget amendment consistent with published notice.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2023 Budget 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 or at this public hearing. No public comments were received and the President closed the public hearing.

Following review and discussion, Director Brzostowicz moved to adopt the Resolution to Amend 2023 Budget, Director Willis seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-11-02 to Amend the 2023 Budget and appropriate the funds in accordance therewith. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Public Hearing on Proposed 2024 Budget:

2024 Budget Hearing: The President opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2024 Budget 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 or at this public hearing. No public comments were received, and the President closed the public hearing.

Ms. Wheeler reviewed the estimated year-end 2023 revenues and expenditures and the proposed 2024 estimated revenues and expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2023-11-03 to Adopt the 2023 Budget and Appropriate Sums of Money (for the General Fund at 10.494 mills and the Debt Service Fund at 36.753 mills, for a total of 47.247 mills). Upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Resolution were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2023, as revised. Ms. Ripko was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Boulder County and the Division of Local Government. Ms. Ripko was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2024. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

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2025 Budget: The Board discussed the appointment of the District Accountant to prepare 2025 Budget.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the appointment of District Accountant to prepare 2025 Budget.

LEGAL MATTERS

Acceptance of Tract Conveyances: The Board reviewed the Acceptance of Tract Conveyances.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the Acceptance of Tract Conveyances.

Resolution of the Board Approving Advances Under the District's Junior Limited Tax General Obligation Bond, Series 2020C: The Board reviewed a Resolution of the Board Approving Advances Under the District's Junior Limited Tax General Obligation Bond, Series 2020C.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the Resolution of the Board Approving Advances Under the District's Junior Limited Tax General Obligation Bond, Series 2020C.

Second Amendment to Amended and Restated Facilities Funding and Acquisition Agreement: The Board reviewed a Second Amendment to Amended and Restated Facilities Funding and Acquisition Agreement.

Following review and discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the Second Amendment to Amended and Restated Facilities Funding and Acquisition Agreement, subject to approval from bond counsel.

OPERATIONS AND MAINTENANCE

There were no operations and maintenance matters.

CAPITAL PROJECTS

Final Engineers Report and Certification #101 prepared by Ranger Engineering, LLC, dated October 20, 2023: The Board reviewed the improvement costs in the amount of 458,354.61, under Final Engineers Report and Certification #101 prepared by Ranger Engineering, LLC, dated October 20, 2023.

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Following review and discussion by the Board, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved and accepted improvement costs in the amount of \$458,354.61, detailed in the Final Engineers Report and Certification #101 prepared by Ranger Engineering, LLC, dated October 20, 2023.

DEVELOPER UPDATE

Status of Development: Mr. Jencks provided an update to the Board.

Necessary Inclusions: There were no updates at this time.

Conveyance of Facilities: There were no updates at this time.

COVENANTS

Community Manager's Update: Ms. Ripko discussed with the Board the Community Manager's Update.

500 Superior: The Board reviewed a proposal to clear a drain in the common area by 500 Superior. No action was taken.

Trash Can Maintenance: The Board reviewed a proposal for trash can maintenance.

Following review and discussion by the Board, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the proposal for trash can maintenance.

Proposal for Landscape Repair: The Board reviewed a proposal for landscape repair. The Board noted the repair is in town right of way. No action was taken.

District Retaining Wall: The Board reviewed an architectural review for fence installation on the District's retaining wall. The Board denied the request.

Executive Session: It was noted that no executive session was needed. Ms. Corley discussed changes in the law related to covenant enforcement.

Resolution Adopting Fourth Amended Restated Rules, Regulations and Design Guidelines of Superior Town Center: The Board reviewed a Resolution Adopting Fourth Amended Restated Rules, Regulations and Design Guidelines of Superior Town Center.


Following review and discussion by the Board, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the Resolution Adopting Fourth Amended Restated Rules, Regulations and Design Guidelines of Superior Town Center.

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OTHER MATTERS There were no other matters to discuss.

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

Respectfully submitted,

By  _____
Secretary for the Meeting