

## 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 DECEMBER 22, 2022

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 Thursday, the 22<sup>nd</sup> day of December, 2022, at 9:00 A.M. This District Board meeting was held at Starbucks, 11995 Holly Street, Thornton, Colorado 80233 and via Zoom at: <https://us02web.zoom.us/j/89797364658?pwd=SHJkTkdyUmVxYjBYUDcvcHNmN3I0dz09>; Meeting ID: 897 9736 4658, Passcode: 115782 and via telephone conference at: 1-253-215-8782. 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; Special District Management Services, Inc. ("SDMS")

Jennifer Ivey, Esq.; Icenogle Seaver Pogue, P.C.

Diane Wheeler; Simmons & Wheeler, P.C.

Sonia Chin; Ranch Capital, LLC

Anastasia Khokhryakova, Esq.; Ballard Spahr, LLP

#### 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.

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

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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.

### **PUBLIC COMMENTS**

There were no public comments.

### **LEGAL MATTERS**

**Resolution Approving a First Amendment to Amended and Restated Facilities Funding and Acquisition Agreement (FFAA), First Amendment to Facilities Acquisition and Reimbursement Agreement (FARA), Approving Amendments to the Junior Limited Tax General Obligation Bond, Series 2020C in the Total Aggregate Principal Amount of up to \$16,215,000 and Taxable Junior Limited Tax General Obligation Bond, Series 2020D in the Total Aggregate Principal Amount of up to \$18,958,000 and Continuing the Authorization of a Resolution dated November 4, 2020:** The Board entered into discussion regarding a Resolution Approving a First Amendment to Amended and Restated Facilities Funding and Acquisition Agreement (FFAA), First Amendment to Facilities Acquisition and Reimbursement Agreement (FARA), approving amendments to the Junior Limited Tax General Obligation Bond, Series 2020C in the Total Aggregate Principal Amount of up to \$16,215,000 and Taxable Junior Limited Tax General Obligation Bond, Series 2020D in the Total Aggregate Principal Amount of up to \$18,958,000 and continuing the Authorization of a Resolution dated November 4, 2020, concerning the issuance of such bonds and taking such other actions as may come before the Board.

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 adopted the Resolution Approving a First Amendment to Amended and Restated Facilities Funding and Acquisition Agreement (FFAA), First Amendment to Facilities Acquisition and Reimbursement Agreement (FARA), approving amendments to the Junior Limited Tax General Obligation Bond, Series 2020C in the Total Aggregate Principal Amount of up to \$16,215,000 and Taxable Junior Limited Tax General Obligation Bond, Series 2020D in the Total Aggregate Principal Amount of up to \$18,958,000 and continuing the Authorization of a Resolution dated November 4, 2020, concerning the issuance of such bonds and authorizing such other related actions as contained therein.

**Requisition Nos. 9 – 12 to Repay Developer Advances Pursuant to First Amendment to Amended and Restated Facilities Funding and Acquisition Agreement (FFAA):** The Board entered into discussion regarding Requisition Nos. 9 – 12 to repay Developer Advances pursuant to First Amendment to Amended and Restated Facilities Funding and Acquisition Agreement (FFAA).

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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 Requisition Nos. 9 – 12 to repay Developer Advances pursuant to First Amendment to Amended and Restated Facilities Funding and Acquisition Agreement (FFAA).

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**OTHER MATTERS**


There were no other matters to discuss.

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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 for the Meeting