

# STC METROPOLITAN DISTRICT NO. 1

141 Union Boulevard, Suite 150  
Lakewood, Colorado 80228-1898  
Tel: 303-987-0835 . 800-741-3254  
Fax: 303-987-2032

## NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expires:</u>
James A. Brzostowicz	President	2023/May 2023
Angie Hulsebus	Treasurer	2023/May 2023
Terry Willis	Assistant Secretary	2023/May 2023
Guy "Anthony" Harrigan		2022/May 2022
<b>VACANT</b>		2022/May 2022

Secretary

**DATE:**        **May 13, 2020**

**TIME:**        9:00 A.M.

**PLACE:**        DUE TO CONCERNS REGARDING THE SPREAD OF THE CORONAVIRUS (COVID-19) AND THE BENEFITS TO THE CONTROL OF THE SPREAD OF THE VIRUS BY LIMITING IN-PERSON CONTACT, THIS DISTRICT BOARD MEETING WILL BE HELD BY CONFERENCE CALL WITHOUT ANY INDIVIDUALS (NEITHER DISTRICT REPRESENTATIVES NOR THE GENERAL PUBLIC) ATTENDING IN PERSON. IF YOU WOULD LIKE TO ATTEND THIS MEETING, PLEASE CALL IN TO THE CONFERENCE BRIDGE AT **877-221-1978** AND WHEN PROMPTED, DIAL IN THE PASSCODE OF **9521151**. *Please email Peggy Ripko if there are any issues (pripko@sdmsi.com).*

### I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

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B. Approve Agenda, confirm location of the meeting and posting of meeting notices and designate 24-hour posting location.

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C. Acknowledge the Resignation of Lisa Johnson as Secretary to the Board of Directors and consider appointment of Peggy Ripko as Secretary to the Board.

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D. Review and approve Minutes of the December 9, 2019 Special Meeting (enclosure).

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E. Discuss results of the May 5, 2020 Regular Election (enclosure).

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- F. Consideration of Board appointment after publication of notice of vacancy in Boulder Daily Camera on April 24, 2020.
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- G. Consider appointment of Officers:

President \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Secretary \_\_\_\_\_  
Asst. Secretary \_\_\_\_\_  
Asst. Secretary \_\_\_\_\_  
Asst. Secretary \_\_\_\_\_

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II. FINANCIAL MATTERS

- A. Review and accept unaudited financial statements through the period ending February 29, 2020 (enclosure).
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- B. Review and consider approval of 2019 Audited Financial Statements (to be distributed – draft Audit) and authorize execution of Representations Letter (to be distributed).
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III. LEGAL MATTERS

- A. Consider/Ratify appointment of New Designated Representative under the Cost Sharing Agreement between SURA, RC Superior, LLC, and STC Metropolitan District Nos. 1, 2, and 3.
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- B. Discuss STC Metropolitan District No. 2’s Resolution Regarding Continuing Disclosures Policies and Procedures and any necessary action as STC Metropolitan District No. 1 is a signatory to the Continuing Disclosure Agreement.
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- C. \_\_\_\_\_

IV. OTHER BUSINESS MATTERS

- A. \_\_\_\_\_

- V. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR JULY 1, 2020.**

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 1 HELD DECEMBER 9, 2019

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 Monday, the 9th day of December, 2019, at 10:00 A.M., at Superior Sports Complex, 1 Superior Drive, Superior, Colorado. The meeting was open to the public.

#### ATTENDANCE

#### Directors In Attendance Were:

James A. Brzostowicz  
Angie Hulsebus  
Terry Willis

#### Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc. ("SDMS")

Megan Becher, Esq. and Kate Olson, Esq.; McGeady Becher P.C.

Diane Wheeler; Simmons & Wheeler, P.C.

Jessica Sergi and Bill Jencks; Ranch Capital, LLC (via speakerphone for a portion of the meeting)

Brooke Hutchens; D.A. Davidson & Co.

Anastasia Khokhryakova; 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. 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.

## RECORD OF PROCEEDINGS

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### **ADMINISTRATIVE MATTERS**

**Agenda:** Ms. Johnson distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

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

**Confirm Quorum, Location of Meeting and Posting of Meeting Notices:** 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. It was noted that the Superior Sports Complex is within the boundaries of STC Metropolitan District No. 1.

**Minutes:** The Board reviewed the Minutes of the November 6, 2019 regular meeting.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the Minutes of the November 6, 2019 regular meeting, subject to final review by legal counsel.

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### **FINANCIAL MATTERS**

**Unaudited Financial Statements:** Ms. Wheeler presented to the Board the unaudited financial statements for the period ending October 31, 2019.

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 for the period ending October 31, 2019.

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### **LEGAL MATTERS**

**Engagement of D.A. Davidson & Co.:** The Board reviewed the engagement of D.A. Davidson & Co. as Underwriter for the Bond Issuance.

Following review, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board ratified approval of the engagement of D.A. Davidson & Co. as Underwriter for the Bond Issuance.

**Engagement of Ballard Spahr LLP:** The Board reviewed the engagement of Ballard Spahr LLP as Bond Counsel for the Bond Issuance.

Following review, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board ratified approval of the engagement of Ballard Spahr LLP as Bond Counsel for the Bond Issuance.

## RECORD OF PROCEEDINGS

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**Acknowledge Approval by the Town of Superior and Superior Urban Renewal Authority (“SURA”) of the Finance Plan:** The Board acknowledged approval by the Town of Superior and SURA of the Finance Plan.

**Acknowledge STC Metropolitan District No. 2’s Appointment of Designated Representative to SURA Under the Cost Sharing Agreement between SURA, RC Superior, and STC Metropolitan District Nos. 1, 2, and 3:** The Board discussed STC Metropolitan District No. 2’s Appointment of Designated Representative to SURA Under the Cost Sharing Agreement between SURA, RC Superior, and STC Metropolitan District Nos. 1, 2, and 3.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board acknowledged and approved STC Metropolitan District No. 2’s Appointment of Designated Representative to SURA Under the Cost Sharing Agreement between SURA, RC Superior, and STC Metropolitan District Nos. 1, 2, and 3.

**STC Metropolitan District No. 2’s Proposed Limited Tax General Obligation and Special Revenue Refunding and Improvement Bonds, Series 2019A, (in the Approximate Principal Amount not to exceed \$110,000,000), and Subordinate Limited Tax General Obligation and Special Revenue Bonds, 2019B(3), (in the approximate Principal Amount bot to exceed \$24,000,000):** The Board discussed STC Metropolitan District No. 2’s proposed Limited Tax General Obligation and Special Revenue Refunding and Improvement Bonds, Series 2019A, (in the approximate principal amount not to exceed \$110,000,000), and Subordinate Limited Tax General Obligation and Special Revenue Bonds, 2019B(3), (in the approximate principal amount not to exceed \$24,000,000.

**Resolution No. 2019-12-01; Authorizing Incurrence of Limited Mill Levy General Obligation Debt Consisting of an Amended and Restated Capital Pledge Agreement by and between STC Metropolitan District No. 1, STC Metropolitan District No. 2, STC Metropolitan District No. 3, and UMB Bank, n.a.:** The Board discussed Resolution No. 2019-12-01; Authorizing Incurrence of Limited Mill Levy General Obligation Debt Consisting of an Amended and Restated Capital Pledge Agreement by and between STC Metropolitan District No. 1, STC Metropolitan District No. 2, STC Metropolitan District No. 3, and UMB Bank, n.a.

Following discussion, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-12-01; Authorizing Incurrence of Limited Mill Levy General Obligation Debt Consisting of an Amended and Restated Capital Pledge Agreement

## RECORD OF PROCEEDINGS

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by and between STC Metropolitan District No. 1, STC Metropolitan District No. 2, STC Metropolitan District No. 3, and UMB Bank, n.a. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

**Inclusion Agreement between STC Metropolitan District No. 1, STC Metropolitan District No. 2, STC Metropolitan District No. 3, and RC Superior, LLC:** The Board discussed an Inclusion Agreement between STC Metropolitan District No. 1, STC Metropolitan District No. 2, STC Metropolitan District No. 3, and RC Superior, LLC.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the Inclusion Agreement between STC Metropolitan District No. 1, STC Metropolitan District No. 2, STC Metropolitan District No. 3, and RC Superior, LLC.

**First Amendment to Intergovernmental Agreement (“IGA”) Regarding Covenant Enforcement and Design Review Services between STC Metropolitan District No. 1, STC Metropolitan District No. 2, and STC Metropolitan District No. 3:** The Board discussed First Amendment to IGA Regarding Covenant Enforcement and Design Review Services 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 Hulsebus and, upon vote, unanimously carried, the Board approved the First Amendment to IGA Regarding Covenant Enforcement and Design Review Services between STC Metropolitan District No. 1, STC Metropolitan District No. 2, and STC Metropolitan District No. 3.

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### **OTHER MATTERS**

There were no other business matters for discussion by the Board at this time.

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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

**NOTICE OF CANCELLATION**  
**and**  
**CERTIFIED STATEMENT OF RESULTS**  
§1-13.5-513(6), 32-1-104, 1-11-103(3) C.R.S.

**NOTICE IS HEREBY GIVEN** by the STC Metropolitan District MD 1, Boulder County, Colorado, that at the close of business on the sixty-third day before the election, there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates; therefore, the election to be held on May 5, 2020 is hereby canceled pursuant to section 1-13.5-513(6) C.R.S.

The following candidates are declared elected for the following terms of office:

<u>Name</u>	<u>Term</u>
James A. Brzostowicz	Second Regular Election, May 2023
Angie Hulsebus	Second Regular Election, May 2023
Terry Willis	Second Regular Election, May 2023
Guy Anthony Harrigan	Next Regular Election, May 2022
Vacant	Next Regular Election, May 2022

/s/ Peggy Ripko  
(Assistant Designated Election Official)

Contact Person for the District: Peggy Ripko  
Telephone Number of the District: 303-987-0835  
Address of the District: 141 Union Boulevard, Suite 150, Lakewood, CO 80228  
District Facsimile Number: 303-987-2032  
District Email: [pripko@sdmsi.com](mailto:pripko@sdmsi.com)

STC Metropolitan District No. 1  
Financial Statements

February 29, 2020



ACCOUNTANT'S COMPILATION REPORT

Board of Directors  
STC Metropolitan District No. 1

Management is responsible for the accompanying financial statements of each major fund of STC Metropolitan District No. 1, as of and for the period ended February 29, 2020, which are comprised of the Balance Sheet and the related Statement of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Governmental Funds and account groups for the two months then ended in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with the Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit the Statement of Net Position, Statement of Activities, Management Discussion and Analysis and all of the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the District's financial position and results of operations. Accordingly, the financial statements are not designed for those who are not informed about such matters.

We are not independent with respect to STC Metropolitan District No. 1 because we performed certain accounting services that impaired our independence.

*Simmons & Wheeler, P.C.*

April 27, 2020  
Englewood, Colorado

STC Metropolitan District No 1  
Balance Sheet - Governmental Funds and Account Groups  
February 29, 2020

See Accountant's Compilation Report

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Total All Funds</u>
<b>Assets</b>			
<b>Current assets</b>			
Cash in checking	\$ -	\$ -	\$ -
Prepaid Expenses	-	-	-
Developer Receivable	-	-	-
SURA Taxes Receivable	3,274	3,648	6,922
Taxes receivable	338	-	338
	<u>3,612</u>	<u>3,648</u>	<u>7,260</u>
	<u>\$ 3,612</u>	<u>\$ 3,648</u>	<u>\$ 7,260</u>
<b>Liabilities and Equity</b>			
<b>Current liabilities</b>			
Accounts payable	\$ -	\$ -	\$ -
Due to District 2	3,612	3,648	7,260
	<u>3,612</u>	<u>3,648</u>	<u>7,260</u>
<b>Total liabilities</b>	<u>3,612</u>	<u>3,648</u>	<u>7,260</u>
<b>Fund Equity</b>			
Investment in capital improvements	-	-	-
Fund balance (deficit)	-	-	-
Emergency reserves	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 3,612</u>	<u>\$ 3,648</u>	<u>\$ 7,260</u>

STC Metropolitan District No 1  
Statement of Revenues, Expenditures and Changes in Fund Balance  
Budget and Actual  
For the Two Months Ended February 29, 2020  
General Fund

See Accountant's Compilation Report

	<u>Annual Budget</u>	<u>Actual</u>	<u>Variance Favorable (Unfavorable)</u>
Revenues			
Property Taxes	\$ 6,537	\$ 31	\$ (6,506)
Specific Ownership Taxes	425	625	200
Interest Income	-	-	-
SURA Property Tax Increment	<u>61,157</u>	<u>3,274</u>	<u>(57,883)</u>
	<u>68,119</u>	<u>3,930</u>	<u>(64,189)</u>
Expenditures			
Miscellaneous	-	-	-
Treasurer's Fees	98	1	97
Transfer to District 2	68,021	3,929	64,092
Emergency reserve	<u>-</u>	<u>-</u>	<u>-</u>
	<u>68,119</u>	<u>3,930</u>	<u>64,189</u>
Excess (deficiency) of revenues over expenditures	-	-	-
Fund balance - beginning	<u>-</u>	<u>-</u>	<u>-</u>
Fund balance - ending	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

STC Metropolitan District No 1  
Statement of Revenues, Expenditures and Changes in Fund Balance  
Budget and Actual  
For the Two Months Ended February 29, 2020  
Debt Service Fund

See Accountant's Compilation Report

	<u>Annual Budget</u>	<u>Actual</u>	<u>Variance Favorable (Unfavorable)</u>
Revenues			
Property Taxes	\$ 32,682	\$ -	\$ (32,682)
Specific Ownership Taxes	20,177	-	(20,177)
SURA Property Tax Increment	305,779	-	(305,779)
Interest Income	<u>-</u>	<u>-</u>	<u>-</u>
	<u>358,638</u>	<u>-</u>	<u>(358,638)</u>
Expenditures			
Treasurer's Fees	490	-	490
Transfer to District 2	<u>358,148</u>	<u>-</u>	<u>358,148</u>
	<u>358,638</u>	<u>-</u>	<u>358,638</u>
Excess (deficiency) of revenues over expenditures	-	-	-
Fund balance - beginning	<u>-</u>	<u>-</u>	<u>-</u>
Fund balance - ending	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>