

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 2 HELD JANUARY 17, 2024

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 17th day of January, 2024, at 11:00 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; Special District Management Services, Inc. ("SDMS")

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

Diane Wheeler and Gavan Archibald; Simmons & Wheeler, P.C.

Bill Jencks; Ranch Capital, LLC

Harris Griswold; Carmel Partners

Jill Mendoza; Town of Superior

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.

Minutes: The Board reviewed the Minutes of the November 1, 2023 Regular 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 November 1, 2023 Regular Meeting.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

There were no financial matters.

LEGAL MATTERS

Status of Acceptance of Tract Conveyances:

Manager's Recommendation for Acceptance of Conveyances for Discovery Residential: The Board reviewed the Manager's Recommendation for Acceptance of Conveyances for Discovery Residential. No action was taken.

Warranty Deed Conveyance for Discovery Residential: The Board reviewed a Warranty Deed Conveyance for Discovery Residential.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the Warranty Deed Conveyance for Discovery Residential.

Easement and Preliminary Acceptance Letter for the Plaza: The Board reviewed an of easement and preliminary acceptance letter for the Plaza.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board approved the of easement and preliminary acceptance letter for the Plaza subject to final review by the District Manager.

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OPERATIONS AND MAINTENANCE CAPITAL PROJECTS

There were no operations and maintenance matters.

Final Engineers Report and Certification #102 prepared by Ranger Engineering, LLC, dated November 17, 2023: The Board reviewed the improvement costs in the amount of \$4,577,728.17, under Final Engineers Report and Certification #102 prepared by Ranger Engineering, LLC, dated November 17, 2023.

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 \$4,577,728.17, detailed in the Final Engineers Report and Certification #102 prepared by Ranger Engineering, LLC, dated November 17, 2023.

Final Engineers Report and Certification #103 prepared by Ranger Engineering, LLC, dated December 18, 2023: The Board reviewed the improvement costs in the amount of \$770,097.44, under Final Engineers Report and Certification #103 prepared by Ranger Engineering, LLC, dated December 18, 2023.

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 \$770,097.44, detailed in the Final Engineers Report and Certification #103 prepared by Ranger Engineering, LLC, dated December 18, 2023.

Final Engineers Report and Certification #1 Carmel Civic Center and Garage prepared by Ranger Engineering, LLC, dated November 17, 2023: The Board reviewed the improvement costs in the amount of \$8,539,304.50, Final Engineers Report and Certification #1 Carmel Civic Center and Garage prepared by Ranger Engineering, LLC, dated November 17, 2023.

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 \$8,539,304.50, detailed in the Final Engineers Report and Certification #1 Carmel Civic Center and Garage prepared by Ranger Engineering, LLC, dated November 17, 2023.

Final Engineers Report and Certification #2 Carmel Civic Center and Garage prepared by Ranger Engineering, LLC, dated January 17, 2024: The Board reviewed the improvement costs in the amount of \$550,040.85, Final Engineers Report and Certification #2 Carmel Civic Center and Garage prepared by Ranger Engineering, LLC, dated January 17, 2024.

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 \$550,040.85,

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detailed in the Final Engineers Report and Certification #2 Carmel Civic Center and Garage prepared by Ranger Engineering, LLC, dated January 17, 2024.

Other Matters Related to the Facilities Acquisition and Reimbursement Agreement: The Board discussed the approval/direction related to other matters related to the Facilities Acquisition and Reimbursement Agreement (FARA). The Board discussed if real estate counsel was necessary and determined that it did not wish to retain special counsel. The Board directed legal counsel to obtain title insurance. No other action was taken.

DEVELOPER UPDATE

Status of Development: Mr. Jencks informed the Board that once the new plat is recorded for 2, 5 & 8, the District's Legal Counsel will be able to prepare the inclusion documents.

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.

Additional Dog Poop Stations: The Board reviewed an estimate for additional Dog Poop Stations.

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 estimate for additional Dog Poop Stations to install 6 stations in the amount of \$1,920.00.

SW7718 Oak Creek Color Scheme: The Board discussed the SW7718 Oak Creek color scheme for homes with TH-3 color scheme per Toll Brothers, Inc.

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 SW7718 Oak Creek color scheme for homes with TH-3 color scheme per Toll Brothers, Inc.

Bulletin Board at Promenade Dr. and Village Green Park Way: The Board discussed installing a bulletin board at Promenade Dr. and Village Green Park Way.

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 installation of a bulletin board at Promenade Dr. and Village


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Green Park Way.

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