

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 2 HELD NOVEMBER 6, 2024

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 6th day of November, 2024, 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; Special District Management Services, Inc.

Jennifer L. Ivey, Esq. and Lance J. Ingalls, Esq.; Icenogle Seaver Pogue, P.C.

Diane Wheeler and Morgan Wheeler; Simmons & Wheeler, P.C.

Bill Jenks; Ranch Capital, LLC

Jill Mendoza; Town of Superior

Anthony Harrigan and Geoffrey Weathers; District No. 1 Board Members

Ana Lamarque, Rachael Tittle, Stacy Bruss, and Ryan Hitchler; District Residents

PUBLIC COMMENTS

Public Comments: The District residents asked about the status of the holiday lights and the signage. Ms. Ripko answered the questions.

Status of Development: Mr. Jencks provided an update on the status of the Development.

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.

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ADMINISTRATIVE MATTERS

Quorum/Confirmation of Meeting Location/Posting of Notice: Ms. Ripko confirmed the presence of a quorum. It was further noted that 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 by taxpaying electors within the District's boundaries have been received.

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 amended.

Minutes of the September 27, 2024 Special Meeting: The Board deferred this matter.

District Insurance and Special District Association ("SDA") Membership: The Board discussed renewing the District's insurance and SDA membership for 2025.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis, and upon vote unanimously carried, the Board approved the renewal of the District's insurance and SDA membership for 2025.

2023 Annual Report: The Board reviewed the 2023 Annual Report.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board ratified approval of the 2023 Annual Report.

FINANCIAL MATTERS

Payment of Claims: The Board considered ratifying the approval of the payment of claims as follows:

Fund	Period Ending Jul. 31, 2024	Period Ending Aug. 31, 2024	Period Ending Sept. 30, 2024
General	\$ 58,379.64	\$ 31,110.39	\$ 24,027.58
Debt	\$ -0-	\$ -0-	\$ -0-
Capital	\$ 1,641.53	\$ 962.50	\$ 1,137.50
Payroll	\$ -0-	\$ 92.32	\$ -0-
Total	\$ 60,021.17	\$ 32,165.24	\$ 25,165.08

Fund	Period Ending Oct. 31, 2024	Special Payment Oct. 31, 2024
General	\$ 98,467.72	\$ 14,000.00
Debt	\$ -0-	\$ -0-
Capital	\$ 1,554.70	\$ -0-
Payroll	\$ 92.35	\$ -0-
Total	\$ 100,114.77	\$ 14,000.00

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Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote unanimously carried, the Board ratified approval of the payment of the claims.

Unaudited Financial Statements: Ms. Wheeler presented to the Board the unaudited financial statements through the period ending June 30, 2024.

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, 2024.

2023 Audit: Ms. Wheeler reviewed the 2023 Audit with the Board.

Following review and discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board ratified approval of the 2023 Audit and authorized execution of the Representations Letter.

Preparation of the 2024 Audit: The Board reviewed the proposal from Dazzio & Associates, PC to perform the 2024 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 2024 Audit, for an amount not to exceed \$6,800.

Public Hearing on Proposed 2025 Budget:

2025 Budget Hearing: Director Brzostowicz opened the public hearing to consider the proposed 2025 Budget.

It was noted that publication of Notice stating that the Board would consider adoption of the 2025 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 Director Brzostowicz closed the public hearing.

Ms. Wheeler reviewed the estimated year-end 2024 revenues and expenditures and the proposed 2025 estimated revenues and expenditures.

Upon motion duly made by Director Brzostowicz, seconded by Director Willis, and upon vote unanimously carried, the Board approved the 2025 Budget, as discussed, and considered adoption of Resolution No. 2024-11-01 to Adopt the 2025 Budget and Set Mill Levies (10.494 mills in the General Fund and 36.753 mills in the Debt Service Fund, for a total mill levy of 47.247 mills.) Following discussion, upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Boulder County

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not later than December 15, 2024. The District Manager was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2025.

LEGAL MATTERS

Resolution No. 2024-11-02 Annual Resolution: The Board reviewed Resolution No. 2024-11-03 Annual Resolution, prepared annually to handle the District's ongoing operation and business.

The Board reviewed the business to be conducted in 2025 to meet the statutory compliance requirements. Following discussion, the Board determined to meet on November 5, 2025 at 9:00 a.m., via online meeting, and approved the following slate of officers:

President/Chairman: James A. Brzostowicz
Treasurer: Terry Willis
Secretary: Peggy Ripko

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis, and upon vote unanimously carried, the Board adopted Resolution No. 2024-11-03 Annual Resolution.

Resolution No. 2024-11-04 Calling May 6, 2025 Election: The Board discussed the May 6, 2025 election.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis, and upon vote unanimously carried, the Board adopted Resolution No. 2024-11-04 Calling a May 6, 2025 Directors' Election which appointed Peggy Ripko as the Designated Election Official and authorized her to perform all tasks required for the May 6, 2025 Regular Election of the Board of Directors for the conduct of a mail ballot election.

2024/2025 Bond Issuance:

Schedule of Events and the Term Sheet: The Board reviewed and discussed the Schedule of Events and the Term Sheet.

Third Amendment to Amended and Restated Facilities Funding and Acquisition Agreement: The Board reviewed the Third Amendment to Amended and Restated Facilities Funding and Acquisition Agreement.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis, and upon vote unanimously carried, the Board adopted Third Amendment to Amended and Restated Facilities Funding and Acquisition Agreement.

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Resolution Adopting Covenant/Design Standard Enforcement, Fine Imposition, and Dispute Resolution Policy: The Board reviewed a Resolution Adopting Covenant/Design Standard Enforcement, Fine Imposition, and Dispute Resolution Policy.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis, and upon vote unanimously carried, the Board adopted the Resolution Adopting Covenant/Design Standard Enforcement, Fine Imposition, and Dispute Resolution Policy.

2024 Legislative Memorandum: Attorney Ivey reviewed the 2024 Legislative Memorandum with the Board. Ms. Ivey discussed with the Board the impacts of SB 24-233 and HB 24B-1001 on the District's future operations and maintenance mill levy revenues.

LANDSCAPING MATTERS

Proposal for 551 Discovery Pkwy: The Board reviewed a proposal from ManageMowed Boulder for replacement of landscaping at 551 Discovery Pkwy.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis, and upon vote unanimously carried, the Board approved the proposal from ManageMowed Boulder for replacement of landscaping at 551 Discovery Pkwy.

Proposal for 2221 Buttercup Ln: The Board reviewed a proposal from ManageMowed Boulder for replacement of edging, landscaping fabric and moving sprinklers at 2221 Buttercup Ln. No action was taken.

Proposal for Replacement of Five Gallon Plants: The Board reviewed a proposal from ManageMowed Boulder for replacement of forty (40) five (5) gallon plants throughout the District. No action was taken.

2025 Landscape Maintenance Contract: The Board reviewed a proposal from ManageMowed Boulder for an updated landscape maintenance contract. No action was taken.

Proposal for Tree Replacement: The Board reviewed a proposal from ManageMowed Boulder for tree replacement. No action was taken.

Homeowner Appeal: The Board discussed a homeowner appeal for the repeated damage to plants.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis, and upon vote unanimously carried, the Board denied homeowner appeal for the repeated damage to plants.

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OPERATIONS AND MAINTENANCE

Proposal for Fire Lane Painting on Canary Ln.: The Board reviewed a proposal from Property Solutions Team LLC for fire lane painting on Canary Ln. No action was taken.

Proposal for Sign Stabilization and Replacement: The Board reviewed a proposal from Property Solutions Team LLC for Sign Stabilization and Replacement. No action was taken.

Proposal for Curb Replacement & Gutter: The Board reviewed a proposal from Property Solutions Team LLC for Curb Replacement & Gutter Damaged. No action taken.

Bird Deterrents for the Parking Garage: The Board reviewed the Bird Deterrents for the Parking Garage. No action was taken.

Trash Cans for the Parking Garage: The Board reviewed the options for the Trash Cans for the Parking Garage. No action was taken.

CAPITAL PROJECTS

Final Engineers Report and Certification #110 prepared by Ranger Engineering, LLC, dated July 24, 2024: The Board reviewed the improvement costs in the amount of \$357,624.30, under Final Engineers Report and Certification #110 prepared by Ranger Engineering, LLC, dated July 24, 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 \$357,624.30, detailed in the Final Engineers Report and Certification #110 prepared by Ranger Engineering, LLC, dated July 24, 2024.

Final Engineers Report and Certification #111 prepared by Ranger Engineering, LLC, dated August 21, 2024: The Board reviewed the improvement costs in the amount of \$233,706.38, under Final Engineers Report and Certification #111 prepared by Ranger Engineering, LLC, dated August 21, 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 \$233,706.38, detailed in the Final Engineers Report and Certification #111 prepared by Ranger Engineering, LLC, dated August 21, 2024.

Final Engineers Report and Certification #112 prepared by Ranger Engineering, LLC, dated September 25, 2024: The Board reviewed the improvement costs in the amount of \$93,928.64, under Final Engineers Report and Certification #112 prepared by Ranger Engineering, LLC, dated September 25, 2024.

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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 \$93,928.64, detailed in the Final Engineers Report and Certification #112 prepared by Ranger Engineering, LLC, dated September 25, 2024.

Final Engineers Report and Certification #113 prepared by Ranger Engineering, LLC, dated October 15, 2024: The Board reviewed the improvement costs in the amount of \$585,247.72, under Final Engineers Report and Certification #113 prepared by Ranger Engineering, LLC, dated October 15, 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 \$585,247.72, detailed in the Final Engineers Report and Certification #113 prepared by Ranger Engineering, LLC, dated October 15, 2024.

DEVELOPER UPDATE

Status of Development: The Board discussed the Status of Development.

Status of any Necessary Inclusions: The Board discussed the Status of any Necessary Inclusions.


OTHER MATTERS

Approval of Acceptance of Tract Conveyances: The Board discussed the approval of Acceptance of Tract Conveyances.

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