

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF COPPERLEAF METROPOLITAN DISTRICT NO. 2

Held: Thursday, December 2, 2021, at 7:00 p.m., via
Zoom video/telephone conference. The meeting
was open to the public.

Attendance

A Special Meeting of the Board of Directors of the
Copperleaf Metropolitan District No. 2, County of
Arapahoe, State of Colorado, was called and held as
shown above and in accordance with the applicable
statutes of the State of Colorado, with the following
Directors present and acting:

Daniel Frank, President (via Zoom)
Brandon Hunnicutt, Treasurer (via Zoom)
Gregory Thornton, Assistant Secretary (via Zoom)

Following discussion, upon motion duly made by
Director Hunnicutt, seconded by Director Thornton, and
upon vote unanimously carried, the absences of Directors
Elizabeth A. Hubbard and Shailesh R. Pokharel were
excused.

Also present were:

Paula J. Williams, Esq. and Craig Sorensen; McGeady
Becher P.C. (via Zoom)
Cathy Hamilton; Simmons & Wheeler, P.C. (via Zoom)

Disclosure of Potential Conflicts of Interest

The Board discussed the requirements of Colorado law
to disclose any potential conflicts of interest or potential
breaches of fiduciary duty of the Board of Directors to
the Secretary of State. The members of the Board were
requested to disclose any potential conflicts of interest
with regard to any matters scheduled for discussion at
this meeting and incorporated for the record those
applicable disclosures made by the Board members prior
to this meeting in accordance with statute. It was noted
by Attorney Williams that disclosures of potential
conflicts of interest were filed with the Secretary of State
for Director Frank, and no new conflicts of interest were
disclosed at the meeting.

Quorum / Meeting Manner
and Location / Posting of
Notices

Attorney Williams 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.

The Board determined that the meeting would be held by video/telephonic means without any individuals (neither District Representatives nor the General Public) attending in person. Attorney Williams reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Approval of Agenda

The Board reviewed the Agenda for the meeting. Following review and discussion, and upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board approved the Agenda, as presented.

Approval of Minutes

The Board reviewed the minutes of the August 26, 2021 Special Meeting.

Following review and discussion, upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board approved the minutes, as presented.

2022 Meeting Schedule /
Meeting/Posting Resolution

The Board discussed the regular meeting schedule for 2022. Following discussion, the Board determined that regular meetings for 2022 would be scheduled on Monday, July 11, 2022 and Monday, November 7, 2022 at 7:00 p.m., to be held virtually.

Following review and discussion, and upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board adopted Resolution No. 2021-12-01, Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

Insurance Renewal / SDA
Membership

The Board discussed the renewal of liability insurance coverage for 2022 and the renewal of the District's membership in the Special District Association.

Following discussion, and upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board authorized the renewal of liability insurance coverage for 2022 and the renewal of the District's membership in the Special District Association.

District Website

Attorney Williams and Mr. Sorensen discussed with the Board the new statutory requirement for the District to have a functioning website by January 1, 2023. It was noted that the District's website application with the Colorado Statewide Internet Portal Authority ("SIPA") is still in the SIPA's queue, and is unlikely to be processed prior to the January 1, 2023 deadline.

Following discussion, and upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board authorized the engagement of Archipelago Web Inc. to create and maintain the District's website, and authorized the termination of the Eligible Governmental Entity Agreement with SIPA and all associated documents.

Claims

Ms. Hamilton reviewed with the Board the claims for the period of August 27, 2021 through December 2, 2021, in the amount of \$265,741.35 (all approved through bill.com).

Following review and discussion, and upon motion duly made by Director Hunnicutt, seconded by Director Frank, and upon vote unanimously carried, the Board ratified approval of the claims, as presented.

Unaudited Financial
Statements

Ms. Hamilton reviewed with the Board the unaudited financial statements for the period ending September 30, 2021.

Following review and discussion, and upon motion duly made by Director Thornton, seconded by Director Hunnicutt, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2021.

2021 Budget Amendment

Director Frank opened the public hearing to consider a proposed amendment to the 2021 Budget and discuss related issues.

It was noted that publication of Notice stating that the

Board would consider amendment of the 2021 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 the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Hamilton informed the Board that amendments to the 2021 Budget are required.

Following discussion, and upon motion duly made by Director Hunnicutt, seconded by Director Thornton and upon vote unanimously carried, the Board adopted Resolution No. 2021-12-02, Resolution of the Copperleaf Metropolitan District No. 2 to Amend the 2021 Budget. District Counsel was directed to make the appropriate statutory filings.

2022 Budget

Director Frank opened the public hearing to consider the proposed 2022 Budget and discuss related issues.

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

No public comments were received, and the public hearing was closed.

Ms. Hamilton reviewed with the Board the estimated 2021 expenditures and the proposed 2022 expenditures.

It was noted that the District would certify a mill levy of 1.000 mill in the General Fund and 29.823 mills in the Debt Service Fund, for a total levy of 30.823 mills.

Director Hunnicutt then moved (seconded by Director Thornton) to adopt the 2022 Budget (with revisions discussed at the meeting), and the Board considered adoption of Resolution No. 2021-12-03 to Adopt the 2022 Budget and Appropriate Sums of Money, and Resolution No. 2021-12-04 to Set Mill Levies.

Following discussion, and upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. District Counsel was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Arapahoe County not later than December 15, 2021. District Counsel was further

directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2022.

DLG-70 Certification of Tax Levies

Following discussion, upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Certification of Tax Levies form for certification to the Board of County Commissioners and other interested parties.

2021 Audit Preparation

Following review and discussion, upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board approved the engagement of Hiratsuka & Associates, LLP to prepare the 2021 audit, for a fee not to exceed \$4,400.

Preparation of 2023 Budget

Following discussion, upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget.

Section 32-1-809, C.R.S. Requirements (Transparency Notice)

Mr. Sorensen discussed the special district transparency requirements of Section 32-1-809, C.R.S. with the Board. Following discussion, the Board directed District Counsel to post the transparency notice on the Special District Association website.

May 3, 2022 Regular Directors' Election ("Election")

Attorney Williams and Mr. Sorensen discussed with the Board new statutory requirements relating to the Election, and related expenses for same.

Following extensive discussion, upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board adopted Resolution No. 2021-12-05 Calling a Regular Election for Directors on May 3, 2022, appointing Designated Election Official ("DEO"), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

By the same vote, the Board authorized the District President to select and engage a provider of DEO services for the Election, and to execute any necessary agreements.

Copperleaf Dog Park Project:

Status Discussion Director Frank indicated that the dog park is to be maintained by the Copperleaf Homeowners Association, Inc., and that he will contact Ms. Combs at Vista Management regarding this.

Fence Staining Proposal Director Frank informed the Board that, even though the construction plans did not include staining of the fence, he recommended the fence be stained for appearance and weather protection.

Following discussion, upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board approved the proposal from Hall Fence Company to stain 1,300 lineal feet of 4-rail fence in the amount of \$7,150.

Service Agreement for Copperleaf Dog Park – Construction Assistance Following discussion, upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the Board ratified approval of the Service Agreement for Copperleaf Dog Park – Construction Assistance between the District and Norris Design, Inc.

Copperleaf Trails Project

Status Discussion Director Frank informed the Board that the trail system construction is completed.

Property Insurance Coverage for Trail System Improvements The Board discussed the potential need to obtain property insurance coverage for the trail system improvements. It was noted that the trail itself probably does not need insurance coverage, but that two of the three bridges may need coverage. Director Frank indicated that the third bridge is supposed to be maintained by Arapahoe Park & Recreation District (“APRD”), and that he will follow up with APRD regarding insurance coverage.

Maintenance of Trail System Director Frank indicated that APRD is supposed to own and maintain the trail system, and that he will follow up with APRD regarding maintenance.

Report from Capital Projects
Committee

The Capital Projects Committee (consisting of Directors Frank and Thornton) discussed potential projects, noting that there will be a traffic light at Radcliff & Picadilly. Director Thornton indicated there is a crosswalk on Radcliff just west of Picadilly that should be lighted, and suggested the Board may want to explore the construction of an enhanced crosswalk at that location. No action was taken by the Board.

Other Business

There was no other business.

Adjournment

There being no further business coming before the Board, upon motion duly made by Director Hunnicutt, seconded by Director Thornton, and upon vote unanimously carried, the meeting was adjourned.

The foregoing Minutes were approved by the Board of Directors on September 28, 2022.

The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.

Craig Sorensen

Secretary