

RECORD OF PROCEEDINGS

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

Held: Wednesday, September 28, 2022, at 2:30 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:

Gregory Thornton, Assistant Secretary (via Zoom)
Michael R. Rohde (via Zoom)

Following discussion, upon motion duly made by Director Rohde, seconded by Director Thornton, and upon vote unanimously carried, the absence of Director Shailesh R. Pokharel was 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)
James Altman; Board Candidate (via Zoom)
Daniel Frank; District Consultant (via Zoom, for a portion of the meeting)

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, if any.

Director Rohde disclosed that he serves as Vice President of the Copperleaf Homeowners Association, Inc. (the "HOA"), and Board Candidate Altman disclosed that he serves as President of the HOA. It was noted that there are no items on the meeting agenda that involve the HOA.

Quorum / Meeting Location / Posting of Notices	<p>Mr. Sorensen 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.</p> <p>The Board determined that the meeting would be held by video/telephonic means, as permitted by statute. Mr. Sorensen reported that notice was duly posted on the District website 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.</p>
Designation of 24-Hour Posting Location	<p>Following discussion, the Board designated the location for posting of 24-hour meeting notices as the District website. If the website is not available, physical notice will be posted at the Copperleaf Arboretum Clubhouse, 4895 S. Tibet St., Aurora.</p>
Approval of Agenda	<p>The Board reviewed the Agenda for the meeting. Following review and discussion, and upon motion duly made by Director Rohde, seconded by Director Thornton, and upon vote unanimously carried, the Board approved the Agenda, as amended.</p>
Board Resignations	<p>The Board acknowledged the resignations of Brandon Hunnicutt (2/1/22), Elizabeth Hubbard (8/29/22), and Daniel Frank (4/25/22) from the Board of Directors.</p>
May 3, 2022 Regular Directors’ Election (the “Election”)	<p>Mr. Sorensen informed the Board that the Election was cancelled, as permitted by statute, because there were not more candidates than seats available. He noted that Director Rohde was deemed elected to a 3-year term ending in May 2025, and the vacancy to May 2025 was confirmed.</p>
Appointment of Officers	<p>Following discussion, upon motion duly made by Director Rohde, seconded by Director Thornton, and upon vote unanimously carried, the Board appointed the following officers:</p> <ul style="list-style-type: none"> • President: Michael R. Rohde • Secretary: Craig Sorensen • Treasurer: Gregory Thornton

Appointment of Directors /
Officers

The Board considered the appointment of qualified individuals James Altman and Joseph Cervone to the Board of Directors. Mr. Sorensen confirmed that both individuals were qualified to serve on the Board.

Following discussion, upon motion duly made by Director Rohde, seconded by Director Thornton, and upon vote unanimously carried, the Board appointed James Altman and Joseph Cervone to the Board of Directors, such appointments to become effective at the end of the September 28, 2022 Board Meeting. By the same motion and vote, the following additional officer appointments were made:

- Assistant Secretary: James Altman
- Assistant Secretary: Joseph Cervone

Approval of Minutes of
December 2, 2021 Special
Meeting

The Board reviewed the minutes of the December 2, 2021 Special Meeting.

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

Copperleaf Dog Park:

Dog Agility Course

The Board discussed the proposal from resident and Eagle Scout Joshua Bridgham to construct a Dog Agility Course in the Dog Park as part of an Eagle Scout Project, with 100% of the funding to be provided by the Eagle Scout. Extensive discussion was held regarding the proposal.

Following discussion, upon motion duly made by Director Rohde, seconded by Director Thornton, and upon vote unanimously carried, the Board authorized the Scout to install the Dog Agility Course in the Dog Park, subject to receipt of a signed Waiver of Liability from anyone participating in the project.

Dog Park Retaining Wall

The Board discussed issues relating to repairs needed to the dog park retaining wall. It was noted that Joshua Bridgham had also proposed repairs to the retaining wall as part of his Eagle Scout Project. Mr. Frank informed the Board that he had contacted the contractor who constructed the wall, and who is willing to make the necessary repairs.

Following discussion, upon motion duly made by Director Rohde, seconded by Director Thornton, and

upon vote unanimously carried, the Board determined to allow Joshua Bridgham to make the repairs, subject to receipt of a signed Waiver of Liability. If for some reason the repairs cannot be done by Mr. Bridgham, the District will follow up with the wall contractor again.

Dog Park Maintenance

Mr. Frank informed the Board that the Dog Park Improvements are near the end of the warranty period, and that maintenance responsibilities will transfer from the District to the HOA sometime in October 2022.

Copperleaf Trail System:

Maintenance of Trail System

Mr. Frank informed the Board that the Trails Project is complete, and that the Arapahoe Park & Recreation District (“APRD”) is supposed to own and maintain the trail system. He indicated that the Board needs to actively engage with APRD to ensure that APRD is committed to maintain the trails.

Following discussion, the Board appointed a committee consisting of Directors Thornton and Cervone to work with APRD regarding maintenance of the trail system.

Report from Capital Projects Committee

Mr. Frank informed the Board that the developer is working with Arapahoe County to get the traffic signal at E. Radcliff Ave. & S. Picadilly St. designed and installed, with joint funding from both the developer and the County. He also mentioned another potential capital improvement project the Board might consider would be upgrades to the medians on E. Quincy Ave.

Attorney Williams informed the Board that the District can initiate any capital project that it wishes to. Ms. Hamilton noted that the District currently has about \$171,000 available in the Bond Project Fund, and that there is an additional \$629,000 in the General Fund, any portion of which could also be used for capital projects.

Following discussion, the Board appointed Director Rohde to the Capital Projects Committee to join Director Thornton. No other action was taken by the Board.

2021 Audit

Ms. Hamilton reviewed the 2021 Audit with the Board. Mr. Sorensen noted that District Counsel had already provided comments, and the comments were briefly discussed at the meeting.

Following review and discussion, upon motion duly made by Director Rohde, seconded by Director

Thornton, and upon vote unanimously carried, the Board approved the 2021 Audit (subject to counsel review), and authorized the execution of the Representations Letter.

Bill.com

Ms. Hamilton updated the Board on the District's utilization of bill.com for the approval and payment of invoices, and noted that since Daniel Frank is no longer serving on the Board, new reviewers/authorizers are needed.

Following discussion, upon motion duly made by Director Rohde, seconded by Director Thornton, and upon vote unanimously carried, the Board appointed Director Thornton as the new primary bill.com reviewer/authorizer, and appointed Director Rohde as the secondary reviewer/authorizer.

Check Signers / New
Checking Account

Ms. Hamilton informed the Board that new signers were needed on the District's operating account since Daniel Frank is no longer serving on the Board. She also recommended the Board move its operating account to FirstBank.

Following discussion, upon motion duly made by Director Rohde, seconded by Director Thornton, and upon vote unanimously carried, the Board authorized moving the District's operating account to FirstBank, appointed Director Thornton as the primary check signer, and Director Rohde as the secondary check signer.

Proposal/Agreement for
Election Services

Mr. Sorensen noted for the Board that Community Resource Services of Colorado, LLC was engaged to run the May 3, 2022 Regular Directors' Election, and performed various tasks in connection therewith, including mailing the Call for Nominations to all registered electors as required by statute. The Election was cancelled, but since the Agreement was signed subsequent to the last Board Meeting, it needs to be ratified by the Board.

Following discussion, upon motion duly made by Director Rohde, seconded by Director Thornton, and upon vote unanimously carried, the Board ratified approval of the Proposal/Agreement for Election Services between the District and Community Resource Services of Colorado, LLC.

Other Business

There was no other business.

Adjournment

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

The foregoing Minutes were approved by the Board of Directors on November 7, 2022.

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

Craig Sorensen

Secretary