

RECORD OF PROCEEDINGS

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

Held: Friday, January 26, 2024, at 5:30 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:

Michael R. Rohde, President
Joseph Cervone, Treasurer

Following discussion, upon motion duly made by Director Cervone, seconded by Director Rohde, and upon vote unanimously carried, the Board excused the absence of Director James Altman.

Also present were:

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

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 Mr. Sorensen that disclosures of potential conflicts of interest were filed with the Secretary of State for Directors Cervone and Rohde, and no new conflicts of interest were disclosed at the meeting.

Quorum / Meeting Location / Posting of Notices

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.

The Board determined that the meeting would take place via Zoom video/telephone conference. Mr. Sorensen reported that notice was duly posted on the website of

the District, and that no objections to the meeting location or the video/telephonic manner of the meeting, or any requests that the meeting location or video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Designation of 24-Hour Posting Location

Following discussion, the Board designated the location for the posting of 24-hour meeting notices as the District website. If for any reason notice cannot be posted on the website, physical notice will be posted at the Copperleaf Arboretum Clubhouse, 4895 S. Tibet St., Aurora.

Approval of Agenda

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

Approval of Minutes

The Board reviewed the minutes of the November 13, 2023 Regular Meeting and the November 13, 2023 Annual Meeting.

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

Board Vacancies

A brief discussion was held regarding the process and requirements to fill vacancies. The Board did not nominate any individuals to fill the vacancies.

Claims

Ms. Hamilton reviewed with the Board the list of paid claims in the amount of \$13,687.12 (all approved and processed through bill.com).

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

Ms. Hamilton then reviewed with the Board the list of unpaid claims in the amount of \$21,749.02, consisting of \$20,625.12 in unpaid invoices from Hall Contracting, LLC for Dog Park Maintenance, and \$1,123.90 in unpaid claims for legal and accounting services.

Following review and discussion, and upon motion duly made by Director Rohde, seconded by Director Cervone, and upon vote unanimously carried, the Board approved the payment of \$1,123.90 for legal and accounting services, but directed that payment for the Hall

Contracting, LLC invoices be held and not paid.

Unaudited Financial Statements

Ms. Hamilton reviewed with the Board the unaudited financial statements for the period ending December 31, 2023.

Following review and discussion, and upon motion duly made by Director Rohde, seconded by Director Cervone, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending December 31, 2023, subject to revisions discussed at the meeting.

Insurance Claim for Theft of Backflow Preventers

Mr. Sorensen informed the Board that the claim has been submitted and that the insurance adjuster has asked the District to provide a repair quote. Director Cervone volunteered to obtain a repair quote.

Copperleaf Dog Park:

Construction Warranty Issues, Maintenance Issues, and Maintenance Invoices from Hall Contracting, LLC

Extensive discussion was held, and the punch list prepared by Director Cervone (with responses from Hall Contracting, LLC) was reviewed by the Board. Following discussion, the Board determined to terminate the maintenance services of Hall Contracting, LLC, subject to confirming that the warranty repairs performed by Hall Contracting, LLC were deemed adequate (Directors Cervone and Rohde to inspect).

The Board then directed counsel to inform Hall Contracting, LLC of the termination of their maintenance services, and authorized an offer of 75% of the value of the unpaid invoices as full and final settlement of amounts owed by the District.

Engagement of Maintenance Contractor for the Dog Park

Extensive discussion was held, and it was noted that two contractors may be required: one for landscape maintenance and one for pet waste cleanup. Directors Cervone and Rohde volunteered to obtain quotes.

Potential agreement(s) with Copperleaf Homeowners Association, Inc. Regarding Ownership and Maintenance of the Dog Park

Director Cervone expressed the opinion that the Dog Park needs to be brought up to a proper standard of quality before offering it for sale or maintenance by a third party. No action was taken by the Board.

Potential Capital Improvements to the Dog Park

Extensive discussion was held, and the Board noted that all of the gates and the play surface need to be replaced. Directors Cervone and Rohde volunteered to obtain quotes.

Copperleaf Trail System:

Status of Maintenance of Trail System and Discussions with Trails Park and Recreation District, formerly known as Arapahoe Park and Recreation District (“Trails PRD”)

Extensive discussion was held regarding the request from Trails PRD via Mr. Delos Searle that the District pay for repairs to a section of the trail, as a condition to Trails PRD taking over all trail maintenance. Attorney Williams informed the Board that she will investigate the construction warranty status of the trail section to be replaced.

Capital Projects:

Potential Capital Construction Projects

The Board directed that no discussion be held on potential capital construction projects until further notice, and that this item can be removed from future agendas.

Legal Matters:

Purchase of Tracts H3 and J3, Copperleaf Filing No. 2, by the District

Special Counsel Engagement Agreement: Following review and discussion, upon motion duly made by Director Cervone, seconded by Director Rohde, and upon vote unanimously carried, the Board ratified approval of the Special Counsel Engagement Agreement between the District and Joseph L. Coppola, P.C.

Agreement for Purchase of Real Property: Following review and discussion, upon motion duly made by Director Cervone, seconded by Director Rohde, and upon vote unanimously carried, the Board ratified approval of the Agreement for Purchase of Real Property between the District and South Quincy Residential Developers, Inc.

Closing Documents for Purchase of Property: Following review and discussion, upon motion duly made by Director Cervone, seconded by Director Rohde, and upon vote unanimously carried, the Board ratified approval of all necessary closing documents required for the purchase of Tracts H3 and J3, Copperleaf Filing No. 2.

Post-Closing Financial Status of the District: Ms. Hamilton reviewed the cash position statement dated January 26, 2024 with the Board. No action was taken

by the Board.

Potential Sale of Tract J3,
Copperleaf Filing No. 2, to
Trails Park and Recreation
District (“Trails PRD”)

Director Cervone reviewed with the Board his notes on the disposition of Tract J3 and a potential sale of same to Trails PRD. Extensive discussion was held. Following discussion, it was determined that Directors Cervone and Rohde will meet with Mr. Delos Searle of Trails PRD to discuss options, and that Attorney Williams will review the Arapahoe County regulations regarding subdivisions and report back to the Board.

Next Steps Regarding Tract
H3, Copperleaf Filing No. 2

A brief discussion was held regarding Tract H3. 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 Rohde, seconded by Director Cervone, and upon vote unanimously carried, the meeting was adjourned.

The foregoing Minutes were approved by the Board of Directors on February 16, 2024.

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

Craig Sorensen

Secretary