

RECORD OF PROCEEDINGS

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

Held: Monday, November 13, 2023, at 7:00 p.m., via
Zoom video/telephone conference. The meeting
was open to the public.

Attendance

A Regular 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
James Altman, Assistant Secretary

Also present were:

Paula J. Williams, Esq. and Craig Sorensen; McGeady
Becher P.C.
Cathy Hamilton; Simmons & Wheeler, P.C.
Christa Madrid (for a portion of the meeting), Brian
Sowl, and Icelita Choi – District Residents

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
Director 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.

Approval of Agenda

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

Board Vacancies

It was noted there are currently two vacancies on the Board of Directors. The Board did not nominate any individuals to fill the vacancies.

Appointment of Officers

The Board deferred discussion.

Approval of Minutes

The Board reviewed the minutes of the June 29, 2023 Special Meeting.

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

2024 Meeting Schedule /
Meeting/Posting Resolution

The Board discussed the regular meeting schedule for 2024. Following discussion, the Board determined that regular meetings for 2024 would be scheduled on Monday, July 8, 2024 and Monday, November 11, 2024 at 7:00 p.m., to be held virtually.

Following review and discussion, and upon motion duly made by Director Cervone, seconded by Director Rohde, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-01, Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

Insurance Matters

Cyber Security and Increased Crime Coverage:
Attorney Williams discussed cyber security and increased crime coverage options with the Board. Following discussion, the Board deferred any action relating to increased crime coverage to 2024.

Establishment of Insurance Committee: The Board deferred action.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following discussion, and upon motion duly made by Director Rohde, seconded by Director Cervone, and upon vote

unanimously carried, the Board authorized the renewal of the District's insurance and SDA membership for 2024.

Claims

Ms. Hamilton reviewed with the Board the claims for the period of May 31, 2023 through November 13, 2023, in the amount of \$28,493.92 (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.

Unaudited Financial Statements

It was noted that Ms. Hamilton had reviewed the unaudited financial statements for the period ending September 30, 2023 with the Board during the statutory Annual Meeting that took place prior to the Regular Meeting.

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 September 30, 2023.

2023 Budget Amendment

Director Rohde opened the public hearing to consider a proposed amendment to the 2023 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider amendment of the 2023 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 no amendment to the 2023 Budget was required.

2024 Budget

Director Rohde opened the public hearing to consider the proposed 2024 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 2023 expenditures and the proposed 2024 expenditures.

It was noted that the District would certify a mill levy of 1.089 mills in the General Fund and 31.750 mills in the Debt Service Fund, for a total levy of 32.839 mills.

Director Cervone then moved (seconded by Director Rohde) to adopt the 2024 Budget (with revisions discussed at the meeting), and the Board considered adoption of Resolution No. 2023-11-02 to Adopt the 2024 Budget and Appropriate Sums of Money, and Resolution No. 2023-11-03 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 January 10, 2024. District Counsel was further directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2024.

DLG-70 Certification of Tax Levies

Following discussion, upon motion duly made by Director Altman, seconded by Director Rohde, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Certification of Tax Levies form (“Certification”), and directed District Counsel to file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit Preparation

Following review and discussion, upon motion duly made by Director Rohde, seconded by Director Cervone, and upon vote unanimously carried, the Board approved the engagement of Hiratsuka & Associates, LLP to prepare the 2023 audit, for a fee not to exceed \$5,300.

Preparation of 2025 Budget

Following discussion, upon motion duly made by Director Rohde, seconded by Director Cervone, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

Copperleaf Dog Park:

Construction Warranty Issues and Maintenance Issues Extensive discussion was held regarding construction warranty and maintenance issues relating to the Dog Park. The Board expressed its desire to resolve all warranty and maintenance issues prior to transferring maintenance responsibilities to the selected entity. Director Cervone volunteered to perform a walk-through of the Dog Park and prepare a report on warranty and maintenance issues.

Potential Agreement with Copperleaf Homeowners Association, Inc. Regarding Ownership and Maintenance of the Dog Park The Board deferred discussion.

Establishment of Dog Park Committee Following discussion, upon motion duly made by Director Cervone, seconded by Director Rohde, and upon vote unanimously carried, the Board established a Dog Park Committee consisting of Director Cervone and any interested residents. It was determined that the Dog Park Committee will be an *ad hoc* committee consisting of Director Cervone obtaining input from District residents, rather than a formal committee.

Copperleaf Trail System:

Status of Maintenance of Trail System and Discussions with Arapahoe Park and Recreation District (“APRD”) Extensive discussion was held regarding the request from APRD via Delos Searle that the District pay for \$58,011 in repairs to a section of the trail. Following discussion, upon motion duly made by Director Rohde, seconded by Director Cervone, and upon vote unanimously carried, the Board authorized Directors Cervone and Rohde to meet with Delos Searle to walk the trail system and discuss warranty and maintenance issues.

Capital Projects:

Potential Capital Construction Projects It was noted that the District has approximately \$292,840 available in its Capital Projects Fund for future capital projects. No action was taken by the Board.

Resolution Establishing a Capital Projects Committee It was determined that the adoption of a capital projects committee resolution was not needed, so no action was taken by the Board, and the Board directed that this item be removed from future agendas.

Legal Matters:

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 and on the District’s website.

Resolution Amending Policy on Colorado Open Records Act Requests

Mr. Sorensen updated the Board regarding statutory changes that necessitate an amendment to the District’s policy on Colorado Open Records Act Requests.

Following review and discussion, upon motion duly made by Director Altman, seconded by Director Rohde, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-04, Resolution Amending Policy on Colorado Open Records Act Requests.

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

Proposals for Appraisal Services: 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 Proposals for Appraisal Services for Tracts H3 & J3 between the District and Colorado Commercial Appraisal Group, Inc., d/b/a Daniels Real Estate Services.

Real Property Appraisal Reports: Following review and discussion, upon motion duly made by Director Cervone, seconded by Director Rohde, and upon vote unanimously carried, the Board approved the “Real Property Appraisal – Narrative Appraisal Reports” for Tracts H3 and J3 prepared by Daniels Real Estate Services.

Authorization of Additional Actions in Connection with Potential Purchase of Tracts H3 and J3: Extensive discussion was held regarding additional actions required in connection with the potential purchase of Tracts H3 and J3. Attorney Williams informed the Board that McGeady Becher P.C. has a conflict of interest due to its relationship with Richard Frank, and that the District would need to engage special counsel for this transaction.

Following discussion, upon motion duly made by Director Cervone, seconded by Director Rohde, and upon vote unanimously carried, the Board authorized negotiations with Richard Frank and his related entity or entities for the acquisition of Tracts H3 and J3 by the District, and authorized the engagement of special

counsel to assist in the negotiations.

Other Business

There was no other business.

Adjournment

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

The foregoing Minutes were approved by the Board of Directors on January 26, 2024.

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

Craig Sorensen

Secretary