

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF COPPERLEAF METROPOLITAN DISTRICT NO. 9

Held: Tuesday, November 16, 2021, at 10:30 a.m. via conference call. The meeting was open to the public.

Attendance

A Special Meeting of the Board of Directors of the Copperleaf Metropolitan District No. 9, 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:

Marc Cooper, President (via phone)
Tracy Brooks, Treasurer (via phone)
Daniel Frank, Assistant Secretary (via phone)
Eric R. "Rick" Miller, Assistant Secretary (via phone)

Following discussion, and upon motion duly made by Director D. Frank, seconded by Director M. Cooper, and upon vote unanimously carried, the Board excused the absence of Director Jonathan Alpert.

Also present were:

Paula Williams, Esq. and Craig Sorensen; McGeady Becher P.C. (via phone)
Cathy Hamilton, Simmons & Wheeler, P.C. (via phone)
Richard A. Frank; Copperleaf MD Nos. 1 and 3-8 (via phone)
Shawn Cooper; Copperleaf MD Nos. 5 and 8 (via phone)
Ashlyn Hill; Copperleaf MD No. 3 (via phone)

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 all directors, 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 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 telephonic manner of the meeting or any requests that the 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 D. Frank, seconded by Director M. Cooper, and upon vote unanimously carried, the Board approved the Agenda, 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 Tuesday, July 12, 2022 and Tuesday, November 15, 2022 at 10:30 a.m., to be held virtually.

Following review and discussion, and upon motion duly made by Director D. Frank, seconded by Director M. Cooper, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-01, 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 D. Frank, seconded by Director M. Cooper, 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 D. Frank, seconded by Director M. Cooper, 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.

Consent Agenda

Following review, upon motion duly made by Director D. Frank, seconded by Director M. Cooper, and upon vote unanimously carried, the Board approved, or ratified approval of (as appropriate) the Consent Agenda items, as follows:

- Approve minutes of the September 27, 2021 Special Meeting.
- Acknowledge execution of Acknowledgement of Sufficient Development Completion Amounts and Authorization to Disburse Funds by and between Copperleaf Metropolitan District No. 1, Copperleaf Metropolitan District No. 9, Quincy-West Commercial Investors, LLC, and QW Developers, Inc.
- Acknowledge execution of Requisition No. 2 under the Copperleaf Metropolitan District No. 9 General Obligation Limited Tax Bonds, Series 2021(3), authorizing payment to Copperleaf Metropolitan District No. 1 in the amount of \$7,000,000.

Unaudited Financial Statements

No financial statements were presented for the Board's review.

2021 Audit Preparation

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director M. Cooper, 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.

2021 Budget Amendment

Director R. 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 no amendment to the 2021 Budget was required.

2022 Budget

Director R. 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 10.000 mills in the General Fund and 55.664 mills in the Debt Service Fund, for a total levy of 65.664 mills.

Director D. Frank then moved (seconded by Director M. Cooper) to adopt the 2022 Budget, and the Board considered adoption of Resolution No. 2021-11-02 to Adopt the 2022 Budget and Appropriate Sums of Money, and Resolution No. 2021-11-03 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 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.

Resolution Authorizing
Adjustment of the District
Mill Levy

Attorney Williams reviewed with the Board a proposed resolution authorizing adjustment of the District mill levy.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director M. Cooper, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-04, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

DLG-70 Certification of Tax
Levies

Following discussion, upon motion duly made by Director D. Frank, seconded by Director M. Cooper, 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.

Preparation of 2023 Budget

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

Resolution Regarding
Continuing Disclosure
Policies and Procedures

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director M. Cooper, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-05, Resolution Regarding Continuing Disclosure Policies and Procedures.

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 D. Frank, seconded by Director M. Cooper, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-06 Calling a Regular Election for Directors on May 3, 2022, appointing Craig Sorensen as Designated Election Official ("DEO"), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

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.

Other Business

There was no other business.

Adjournment

There being no further business coming before the Board, upon motion duly made by Director D. Frank, seconded by Director M. Cooper, 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 Sorenson

Secretary