

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF COPPERLEAF METROPOLITAN DISTRICT NO. 6

Held: Wednesday, September 28, 2022, at 9:30 a.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. 6, 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:

Richard A. Frank, President
Marc Cooper, Treasurer
Daniel Frank, Assistant Secretary
Jonathan Alpert, Assistant Secretary

Following discussion, and upon motion duly made by
Director D. Frank, seconded by Director R. Frank, and
upon vote unanimously carried, the Board excused the
absence of Director Robert P. Manlove, Jr.

Also present were:

Paula Williams, Esq. and Craig Sorensen; McGeady
Becher P.C.
Cathy Hamilton; Simmons & Wheeler, P.C.
Tracy Brooks; Copperleaf MD Nos. 4 and 9

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 all
directors except Director Manlove, 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 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.

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 R. Frank, and upon vote unanimously carried, the Board approved the Agenda, as presented.

Designation of 24-Hour Posting Location

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 southeast corner of S. Picadilly St. and E. Radcliff Pkwy., unincorporated Arapahoe County.

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

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 Directors D. Frank and R. Manlove were each deemed elected to new 3-year terms ending in May 2025.

Appointment of Officers

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank, and upon vote unanimously carried, the Board appointed the following officers:

- President: Richard A. Frank
- Treasurer: Marc Cooper
- Assistant Secretary: Jonathan Alpert
- Assistant Secretary: Daniel Frank
- Assistant Secretary: Robert P. Manlove, Jr.
- Secretary: Craig Sorensen

Consent Agenda

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

- Approve minutes of the February 23, 2022 Special Meeting.

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 an amendment to the 2021 Budget was required.

Following discussion, and upon motion duly made by Director D. Frank, seconded by Director R. Frank and upon vote unanimously carried, the Board adopted Resolution No. 2022-09-01, Resolution of the Copperleaf Metropolitan District No. 6 to Amend the 2021 Budget. District Counsel was directed to make the appropriate statutory filings.

2021 Audit

Ms. Hamilton reviewed the draft 2021 Audit with the Board.

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank, and upon vote unanimously carried, the Board approved the 2021 Audit, subject to counsel review, and authorized the execution of the Representations Letter.

Continuing Disclosure Resolution – 2022 Subordinate Bonds

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank, and upon vote unanimously carried, the Board adopted Resolution No. 2022-09-02, Resolution of the Board of Directors of Copperleaf Metropolitan District No. 6 Regarding Continuing Disclosure Policies and Procedures (relating to the District's Subordinate Bonds, Series 2022B₍₃₎).

Continuing Disclosure Resolution – 2022 Loans

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank, and upon vote unanimously carried, the Board adopted Resolution No. 2022-09-03, Resolution of the Board of Directors of Copperleaf Metropolitan District No. 6 Regarding Continuing Disclosure Policies and Procedures (relating to the District's Series 2022A-1 and Series 2022A-2 Loans).

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 R. Frank, and upon vote unanimously carried, the meeting was adjourned.

The foregoing Minutes were approved by the Board of Directors on November 15, 2022.

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

Craig Sorensen

Secretary