

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TWO BRIDGES METROPOLITAN DISTRICT HELD NOVEMBER 20, 2019

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the Two Bridges Metropolitan District (referred to hereafter as the "District") was convened on Wednesday, the 20th day of November, 2019, at 11:30 a.m., at the offices of Lokal Homes, LLC, 8310 South Valley Highway, Suite 115, Englewood, Colorado 80112. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

David Lemnah
Ryan Lantz
Tommy Pucciano

Also In Attendance Were:

Judy Leyshon, Jim Ruthven, Peggy Ripko, and Shad Ortiz; Special District Management Services, Inc. ("SDMS")

George M. Rowley, Esq.; White Bear Ankele Tanaka & Waldron P.C.

Diane Wheeler; Simmons & Wheeler, P.C.

Veronica Hunter (via speakerphone); resident

Lisa Dickerson (via speakerphone); resident

Cliff Herman (via speakerphone); resident

See attached list for additional attendees

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board noted it was in receipt of disclosures of potential conflicts of interest statements for each of the Directors and that the statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting. Ms. Leyshon requested that the Directors review the Agenda for the meeting and to advise the Board of any new conflicts of interest which had not been previously disclosed. No further disclosures were made by Directors present at the meeting.

ADMINISTRATIVE

Agenda: Ms. Leyshon presented the Board with the agenda for the special meeting.

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MATTERS

Following discussion, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the agenda was approved, as presented.

Minutes: The Board reviewed the Minutes of the July 26, 2019 Special Meeting.

Following discussion, upon motion duly made by Director Lemnah, seconded by Director Lantz and, upon vote, unanimously carried, the Board approved the Minutes of the July 26, 2019 Special Meeting.

2020 Annual Administrative Matters Resolution: The Board discussed the 2020 Annual Administrative Matters Resolution. Ms. Leyshon reviewed the business to be conducted in 2020 to meet the statutory compliance requirements. The Board discussed the posting locations and meeting dates for the coming year.

Following discussion, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the Board determined to meet on June 3, 2020 and October 7, 2020 at 9:00 a.m. at the offices of Lokal Homes, LLC, 8310 South Valley Highway, Suite 115, Englewood, Colorado, and adopted the 2020 Annual Administrative Matters Resolution.

Resignation and Appointment of Directors: The Board acknowledged the resignations of Director Moore and Director Mussallem.

It was reported that the Board had received a letter of interest from Korin Barr and a letter of interest from Nicole Iannone. The Board considered appointment of Korin Barr and Nicole Iannone to fill vacancies on the Board of Directors.

Following discussion, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the Board appointed Korin Barr to the Board for a term ending in May 2022 and the Board appointed Nicole Iannone to the Board for a term ending in May 2020. The Oaths of Office were administered.

Rules and Regulations: Ms. Ripko presented the Board with a draft of updates to the the Rules and Regulations.

Following discussion, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the Board approved the updates to the Rules and Regulations.

PUBLIC COMMENTS

Don Heimmer requested clarification regarding the District's Series 2018A and Series 2018B Bonds and what the bond proceeds were used for. Ms. Wheeler explained that a

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portion of the proceeds was used to repay the developer for advances made to install public improvements within the District.

Director Iannone requested to see a list of the public improvements that were installed by the developer. Mr. Ruthven noted that the engineer's report that was prepared should contain a detailed list of those improvements. Attorney Rowley noted that the original developer installed a portion of the public improvements prior to Lokal Homes' purchase of the property, and during the sale of property, the District's repayment of those certain public improvements were conveyed to Lokal Homes. Lokal Homes then installed additional public improvements.

Karen Heimmer inquired about street light installation within the District. Director Lemnah reported that there are no plans to install street lights at this time.

Robert Carter requested that a conduit be installed within the District for additional communication lines. He reported that high-speed internet is not available in the area. Director Lemnah reported that CenturyLink is the only service provider in the area, and that there are no plans to install a conduit at this time. Director Iannone noted that the Lokal Homes' sales team are informing people that Comcast is available. Lisa Dickerson confirmed that the sales team informed her that internet service was provided by Comcast. Director Barr confirmed that she was given the same information. Gary Boulter noted that he believed that there is a fiber optic conduit already installed with enough room for additional cable.

Lisa Dickerson expressed her disappointment and noted that there seemed to be a pattern of deception from the sales team. Director Lemnah noted that the sales team may have not been properly informed, and was not intentionally trying to be deceptive or mislead anyone. He confirmed that he will notify the sales team of this issue.

Attorney Rowley requested that everyone return to District business.

OPERATIONS AND MAINTENANCE MATTERS

Snow Removal Services in Front of Mailboxes: The Board entered into discussion regarding snow removal in front of the mailboxes. Ms. Ripko reported that she would look into this matter.

It was noted that the concrete around the mailboxes was crumbling. Director Pucciano reported that he would look into this matter.

Architectural Review Committee: The Board entered into discussion regarding the community's recommendation that a new member be appointed to the Architectural Review Committee.

Following discussion, upon motion duly made by Director Lantz, seconded by Director

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Lemnah and, upon vote, unanimously carried, the Board appointed Gary Boulter to the Architectural Review Committee.

Tree Removal and Replacement: The Board entered into discussion regarding tree removal and replacement.

Ms. Ripko informed the Board that the trees were wrapped for winter. The Board requested that once a landscape company has been confirmed for 2020, that Ms. Ripko request a proposal from them for winter wrapping of the trees for the 2020-2021 winter season.

Trail System Update: The Board entered into discussion regarding the District’s trail system. Director Pucciano reported that there are no plans to update the trail system at this time. He noted that the District will begin planning updates to the trail system when the community is about halfway built out.

Cliff Herman reported that he spoke with Douglas County (the “county”) about the District’s trail system, and was informed that it is Lokal Homes’ responsibility. He requested that the Board consider a plan for the trail system. Mr. Heimmer noted that the public does use the existing trail system and are currently parking on private property to use it. Director Barr reported that the county informed her that Lokal Homes is responsible for the trail system and that the county is planning to build a parking lot to accommodate public parking. Director Lantz reported that the county has agreed to build the trail on the west side of the District. Director Iannone would like to see a drawing of the proposed trail system, and inquired about the estimated completion date. Director Pucciano reported that there is a conflict with construction of homes and trail system, so construction on the trail system isn’t planned to begin until the community is about halfway built out.

Native Grass and Weed Control: The Board entered into discussion regarding native grass and weed control within 38 of the District’s lots.

Cliff Herman noted that several of the weeds in the community are on the county’s A List of noxious weeds that require eradication. He requested that Ms. Ripko obtain quotes to have such weeds removed. Ms. Ripko reported that she is in the process of obtaining quotes for the weed removal.

Don Heimmer noted there are several lots under construction and contain a lot of trash. He requested these get cleaned up.

FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims through the periods ending as follows:

	Period Ending	Period Ending	Period Ending
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	May 17, 2019	June 24, 2019	July 22, 2019
General Fund	\$ 6,259.48	\$ 28,194.01	\$ 5,429.51
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Capital Projects Fund	\$ -0-	\$ -0-	\$ -0-
Total	\$ 6,259.48	\$ 28,194.01	\$ 5,429.51

	Period Ending August 12, 2019	Period Ending Sept. 9, 2019	Period Ending Oct. 21, 2019
General Fund	\$ 9,465.61	\$ 26,362.59	\$ 19,269.31
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Capital Projects Fund	\$ -0-	\$ -0-	\$ 540.00
Total	\$ 9,465.61	\$ 26,362.59	\$ 19,809.31

Following discussion, upon motion duly made by Director Lemnah, seconded by Director Lantz and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

Unaudited Financial Statements: Ms. Wheeler reviewed with the Board the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending September 30, 2019.

Following review, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the unaudited financial statements for the period ending September 30, 2019 were accepted.

2018 Audit: The Board discussed the 2018 Audit.

Following discussion, upon motion duly made by Director Lemnah, seconded by Director Lantz and, upon vote, unanimously carried, the Board ratified the approval and filing of the 2018 Audit and authorization of the Representations Letter.

2019 Audit: The Board reviewed the engagement letter from Dazzio & Associates, P.C. to perform the 2019 Audit.

Following discussion, upon motion duly made by Director Lemnah, seconded by Director Lantz and, upon vote, unanimously carried, the Board approved the engagement of Dazzio & Associates, P.C. to perform the 2019 Audit, for an amount not to exceed \$4,500.

Preparation of the 2020 Budget: The Board discussed the preparation of the 2020 Budget.

Following discussion, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the Board ratified approval of the District Accountant to prepare the 2020 Budget.

2019 Budget Amendment Hearing: The President opened the public hearing to consider

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the Resolution to Amend the 2019 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2019 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 this public hearing. No public comments were received and the public hearing was closed.

Following discussion, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-11-02 to Amend the 2019 Budget.

2020 Budget Hearing: The President opened the public hearing to consider the proposed 2020 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2020 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 this public hearing.

Following discussion, the Board determined to continue the meeting and the 2020 Budget Hearing to December 4, 2019 at 4:00 p.m. at the regular meeting location.

LEGAL MATTERS

Resolution Calling May 2020 Election: The Board the Resolution Calling the May 2020 Election.

Following discussion, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the Board adopted the Resolution Calling the May 2020 Election.

OTHER BUSINESS

There was no other business.

CONTINUE MEETING

There being no further business to come before the Board at this time, upon motion duly made by Director Lantz, seconded by Director Lemnah and, upon vote, unanimously carried, the meeting was continued to December 4, 2019 at 4:00 p.m. at the regular meeting location.

Respectfully submitted,

By: _____

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Secretary for the Meeting