

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

TWO BRIDGES METROPOLITAN DISTRICT

Held: Wednesday, October 27, 2021, at 3:30 p.m., at 8953 Red Primrose Street, Franktown, Colorado and via teleconference.

Attendance

A special meeting of the Board of Directors of Two Bridges Metropolitan District was called and held as shown above and in accordance with the applicable laws of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Nicole Iannone
Korin Barr
Aaron Argabright (via teleconference)

Directors Ryan Lantz and Robert Carter were absent. All director absences are deemed excused unless a contrary notation is recorded in these minutes.

Also present via teleconference were: Ashley B. Frisbie, White Bear Ankele Tanaka & Waldron, District manager; Diane Wheeler, Simmons & Wheeler, PC, District accountant; and Eriq Cook, TEQ Media Group, LLC (for a portion of the meeting);

Residents present via teleconference were: Jennifer Oriel, Nicole Clark, Dave Pellegrino, Bryn Larsen, Diane Pepe, Chris and Andrea Corrie, Don and Karen Heimmer, Kevin and DeAnna Frost, Ed Gonzales, Lisa Dickerson, John Fritschler, Gary Joyce, and Troy McCarty.

Call to Order/Declaration of Quorum/Director Qualifications

It was noted that a quorum of the Board was present, that the directors had confirmed their qualification to serve, and, therefore, the meeting for the District was called to order.

Conflict of Interest Disclosures

Ms. Frisbie advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Frisbie reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Frisbie inquired into whether members of the Board had any additional disclosures

of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Ms. Frisbie presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda, as amended.

Consent Agenda

The Board was presented with the consent agenda items. Upon a motion duly made and seconded, the Board unanimously took the following actions:

- a. Approved Minutes from June 23, 2021 Special Meeting
- b. Approved Special District Disclosure Pursuant to § 32-1-809, C.R.S.
- c. Approved Renewal of Property and Liability Coverage, Workers Compensation Coverage, and SDA Membership
- d. Ratified Approval of Invoices from TEQ Media Group, LLC for Website Design and Development Services
- e. Ratified Approval of Proposal from James Draughn Jr. for Installation of Receptacles and Outlets at Community Entrance for Holiday Lighting
- f. Ratified Approval of Proposal from Pine Valley Landscaping, LLC for Purchase and Installation of Holiday Lighting
- g. Approved Pasture Lease Agreement between the District and Helicon Stables
- h. Ratified Approval of Grant of Access Easement between the District and David John Evans and Ethel May Evans (Tract J)

Legal Matters

Consider Adoption of Resolution Designating the Location of Regular Meetings

Ms. Frisbie presented the Resolution Designating the Location of Regular Meetings to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution and set the regular meeting location at 8953 Red Primrose Street, Franktown, Colorado and via teleconference.

Consider Adoption of 2022 Annual Administrative Resolution

Ms. Frisbie presented the 2022 Annual Administrative Resolution to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution and set June 29 and October 26 as the 2022 regular meeting dates.

Consider Adoption of Resolution Calling May 2022 Election

Ms. Frisbie presented the Resolution Calling the May 2022 Election to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution and determined to post notice of the Call for Nominations on the District's website, once established, in addition to the statutory requirement to email or mail to each registered elector within the District.

Ms. Frisbie noted that if there are not more candidates for director than offices to be filled, the May 2022 Election (the "Election") can be canceled and the candidates will be elected by acclamation. Ms. Frisbie noted that there will be administrative costs associated with the cancellation of the Election; however, those costs would be substantially lower than the costs associated with holding the Election. Ms. Frisbie recommended that the District anticipate to budget approximately \$5,000 for a canceled Election and at least \$10,000 for a full Election.

Director Iannone noted for the record that the Douglas County News-Press does not have general circulation within the boundaries of the District.

Discuss Status of Transfer of Well Water Rights

This matter was deferred as there were no developer representatives in attendance at the meeting.

Discuss Status of Payment-In-Lieu-of-Taxes ("PILOT") Covenant

Ms. Frisbie provided the Board with an update on the status of preparation of the PILOT Covenant, noting that a first draft was provided to Mr. Rowley for review by Otten Johnson Robinson Neff + Ragonetti PC. Mr. Rowley has reviewed and provided comments, and it is anticipated that a final version should be available soon.

Consider Approval of Engagement of Spencer Fane LLP as Legal Counsel

Ms. Frisbie presented the Board with the engagement letter from Spencer Fane LLP for Legal Counsel Services. Director Barr reported that she and Director Iannone met with Lisa Mayers, Esq. and believe she would be a good fit for the District and the community. Ms. Clark voiced her approval of the decision to obtain Spencer Fane LLP as legal counsel, and thanked the Board for their work and diligence in obtaining new counsel.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of Spencer Fane LLP as Legal Counsel.

Financial Matters

Payables/Financials

Ms. Wheeler presented the Board with the September 30, 2021 unaudited financial statements and the claims payable, in the

amount of \$60,837.55. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the financials and ratified the claims payable.

Consider Approval of
Engagement of Auditor to
Perform 2021 Audit

Ms. Wheeler informed the Board that she has not yet received a 2021 Audit Engagement Letter from the District's current auditor, Dazzio & Associates, PC, and requested that the Board approve the engagement, subject to a not-to-exceed amount. Director Iannone requested that Ms. Wheeler obtain proposals from Dazzio & Associates, PC and alternate auditors for review.

Following discussion, upon a motion duly made and seconded, the Board unanimously appointed Director Barr, Director Argabright, and Mr. Joyce to work with Ms. Wheeler to review audit engagement letters and approve the engagement of an auditor to perform the 2021 Audit.

Public Hearing on 2021
Budget Amendment

Ms. Wheeler reported that a 2021 Budget Amendment was not needed.

Conduct Public Hearing on
2022 Budget and Consider
Adoption of 2022 Budget
Resolution

Ms. Wheeler presented the Board with the 2022 budget for consideration. The public hearing on the proposed 2022 budget was opened. Ms. Frisbie noted that notice for the public hearing was made in accordance with the applicable Colorado Statutes. No written objections were received prior to the public hearing.

The Board and the public in attendance discussed the 2022 budget and made changes to the expenditure line items, as discussed. Following public comment, the public hearing was closed.

Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2022 budget, appropriating funds therefor, and certifying 15.250 mills for the General Fund and 50.098 mills for the Debt Service Fund, subject to receipt of the final assessed valuation and changes as discussed.

Other Financial Matters

There were no other financial matters.

Operations & Maintenance Matters

Consider Approval of
Extension of Independent
Contractor Agreement with
Pine Valley Landscaping,
LLC for 2022 Landscape
Maintenance Services

Director Barr discussed anticipated 2022 Landscape Maintenance Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the extension of the Independent Contractor Agreement with Pine Valley Landscaping, LLC for 2022 Landscape Maintenance

Services, subject to receipt of the final proposal and a reasonable fee increase.

Consider Approval of Proposal from Ponderosa Tree Company, Inc. for Installation of Pine Trees

Directors Iannone and Barr presented the proposal from Ponderosa Tree Company, Inc. for the installation of pine trees at the west bridge entrance, in the amount of \$10,140, to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal, subject to confirmation of available funds.

Discuss Status of Negotiations with Metco Landscape, Inc. related to Prior Landscape Maintenance Services

This matter was deferred as there were no developer representatives in attendance at the meeting.

Discuss Landscape Repair Work and Noxious Weed Control

The Board thanked the homeowners who have been mowing their private properties, as it has really helped with noxious weed control on District-owned tracts. No action was needed at this time.

Discuss Maintenance of Detention and Retention Ponds

Directors Iannone and Barr informed the Board about the required maintenance work needed for the District's detention and retention ponds. Mr. Heimmer inquired if any of the ponds were located within the 100-year flood plane. Director Iannone reported that the ponds are not, as the 100-year flood plane is on the north side of Hopsage Circle. Director Barr reported that proposals were solicited from BrightView Landscape Services, Inc. ("BrightView") and Scenic Landscapes, LLC for detention pond and drain cleanup services. BrightView provided a proposal of \$20,385.53 for the work and Scenic Landscapes, LLC provided a verbal estimate of approximately \$20,000 – \$21,000 for the work.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal from BrightView for detention pond and drain cleanup services.

Director Barr noted that Douglas County (the "County") has indicated that the ponds appear that they were neglected during development, and Director Barr reported that the Board will discuss a potential cost share arrangement with Lokal Homes. Ms. Wheeler confirmed that there was adequate money in the District's 2021 budget for the work.

Director Barr requested that the homeowners volunteer for future maintenance of the ponds. Mr. Gonzales volunteered his equipment and manpower.

Discuss Rehabilitation Plan for Construction Staging Area off of Hopsage Circle

Director Barr informed the Board that the County has indicated that Lokal Homes has pulled a final permit for the construction staging area off of Hopsage Circle, and the County will require that Lokal Homes rehabilitate the area.

Review Proposals from 3J'S Concrete & Construction, LLC and Ambriz Concrete, LLC for Installation of Mailbox Area Concrete Driveway and Pad and Consider Approval of Same

Directors Iannone and Barr presented proposals from 3J'S Concrete & Construction, LLC and Ambriz Concrete, LLC for the installation of a mailbox area concrete driveway and mailbox pad to the Board for consideration. Director Iannone reported that the community is in need of more mailboxes to support the mail volume of the community. Mr. Heimmer and Mr. Joyce voiced their support of the project. Mr. Pellegrino inquired if the District would be responsible for maintenance of the concrete drive, and Director Iannone confirmed that the District would be responsible for maintenance, including snow removal.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal from 3J'S Concrete & Construction, LLC for the installation of a mailbox area concrete driveway and mailbox pad, in the amount of \$13,806.

Consider Approval of Proposal from Page Manufacturing, Inc. d/b/a Page Specialty Company for Installation of Mailboxes

Directors Iannone and Barr presented the proposal from Page Manufacturing, Inc. d/b/a Page Specialty Company for installation of mailboxes.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal from Page Manufacturing, Inc. d/b/a Page Specialty Company for installation of mailboxes, in the amount of \$7,445.81.

District Website

Mr. Cook provided the Board and residents with a presentation on the progress of the District's website. Mr. Corrie inquired about the SSL Certificate and if the District could utilize a free option. Director Iannone noted that the Board will look into options.

Rules, Regulations, and Design Guidelines

Discuss Allowance of Chickens and Bees

Director Iannone reported that 80% of respondents to the community survey that was distributed were in favor of the allowance of chickens and bees in the community; however, it was noted that further research and specifications needed to be made before chickens would be allowed.

Following discussion, the Board determined to keep allowance of bees in the Rules, Regulations, and Design Guidelines, but to remove chickens at this time, until appropriate research and specifications have been made.

Public Comment

All public comment was discussed during the appropriate agenda item. There was no further public comment at this time.

Other Business

Director Iannone reported that covenant enforcement letters may be distributed soon.

The Board requested that residents be aware of and follow the speed limits in the community.

Adjournment

There being no further business to come before the Board and, following discussion, upon a motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting

Secretary