

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
LITTLETON VILLAGE METROPOLITAN DISTRICT NO. 2 (THE  
“DISTRICT”)  
HELD  
OCTOBER 26, 2021

A special meeting of the Board of Directors of the Littleton Village Metropolitan District No. 2 (referred to hereafter as the “**Board**”) was convened on Tuesday, October 26, 2021, at 5:30 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

Phil Cernanec, President  
Zach Tedeschi, Director

The absence of Treasurer Bundschu was noted and excused.

#### Also, In Attendance Were:

Denise Denslow, Stephanie Odewumi & Thuy Dam; CliftonLarsonAllen LLP (“CLA”)  
Trisha K. Harris, Esq.; White Bear Ankele Tanaka & Waldron P.C. (“WBA”)  
Dennis Bedford; BrightView Landscaping  
David Decolati; Resident  
Lynn Christensen; Resident  
Ken Martinelli; Resident  
Rick Dingman; Resident  
Sean; Resident  
Shirin Chowdhury; Resident

### ADMINISTRATIVE MATTERS

**Call to order and approval of agenda:** Director Cernanec called the meeting to order at 5:30 p.m. He stated that several agenda items will be moved to a special meeting agenda due to Director Bundschu’s absence. Following review, upon a motion duly made by Director Cernanec, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board approved the agenda as presented.

**Disclosures of potential conflicts of interest:** The Board was advised that pursuant to Colorado law, certain disclosures by the Board’s members may be required prior to taking official action at the meeting. Attorney Harris reported that disclosures for those directors with 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. Attorney Harris inquired into whether members of the Board had any additional disclosures of potential or existing

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

**Quorum, location of meeting and posting of meeting notices:** A quorum was confirmed with the location of the meeting and the posting of the meeting notice.

**Public comment:** Ms. Christensen requested an update from the Board on the commercial development. No update was provided. She noted that she wanted to thank Ms. Denslow for replacing the keys for the community bulletin board and requested that a Board member or committee member retain one set of keys. The Board agreed. She noted that she would like to see a forum prior to a decision on non-executive items on the agenda. She inquired about the Board term dates and about which type of violation letters have been sent out to residents and the quantity. She also inquired if the Board is considering competitive pricing for all contracted services. Mr. Martinelli requested an update from the Board regarding the ownership issues on the commercial property; it was noted that the commercial property is not within District 2 boundaries.

### CONSENT AGENDA

#### **Minutes from the August 5, 2021 Special Board Meeting:**

#### **2022 Annual Administrative Resolution:**

#### **Resolution Designating the Location of Regular Meetings of the Board of Directors:**

#### **2022 insurance renewal. Consider approval of documents needed to obtain or maintain insurance coverage through the Colorado Special Districts Property and Liability Pool or T. Charles and authorize membership in the Special District Association:**

#### **Interim Claims:**

#### **September 30, 2021 Cash Position Report:**

#### **Engagement with Wipfli LLP for 2021 Audit.**

#### **2020 Annual Report:**

It was noted that items B, E, F and H were deferred to a special meeting. Following review, upon a motion duly made by Director Cernanec, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board approved and adopted items A, C, D and G as presented.

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### FINANCIAL MATTERS

**Public hearing to consider adoption of the 2022 Budget; Appropriation of Funds for Expenditures and Certification of Mill Levies; Resolution to Adopt the 2022 Budget; Appropriating Funds for Expenditures and Certifying Mill Levies:** Upon a motion duly made by Director Cernanec, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board opened the public hearing at 5:43 p.m. Ms. Christensen and the Board asked various questions regarding the draft 2022 Budget. Ms. Dam and Attorney Harris provided answers. Director Cernanec noted that the District is carrying infrastructure Bonds and that District No. 3 pledges its mills to repayment as well. He also noted that the bonds have been previously refinanced for interest savings purposes. Upon a motion duly made by Director Cernanec, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board closed the public hearing at 6:00 p.m. It was noted that a motion will be made to adopt the 2022 Budget at the special meeting when Director Bundschu will be in attendance. No action was taken.

**2022 Fee Schedule:** This item was deferred to a special meeting.

**Other:** None.

### MANAGER MATTERS

**CliftonLarsonAllen LLP master service agreement and related statement(s) of work:** This item was deferred to a special meeting.

**Independent Contractor Agreement for Snow Removal Services between the District and BrightView Landscape Services, Inc.:** This item was deferred to a special meeting.

**Landscape Services Agreement between the District and BrightView Landscape Services, Inc.:** This item was deferred to a special meeting.

**September 2021 BrightView Landscape Report:** Mr. Bedford reviewed the Landscape Report with the Board. Discussion followed regarding irrigation repairs and the process for approval for them. It was acknowledged that Director Tedeschi is the board liaison in this area. .

**Other:** None.

### LEGAL MATTERS

**2021 Legislative Updates:** Attorney Harris provided an update to the Board regarding 2021 legislative updates, noting the District's requirement to comply with new rules regarding websites.

**Street issue:** Attorney Harris provided an update to the Board on the street issue and noted that for the City of Littleton will be addressing at their November 9<sup>th</sup> City Council meeting.

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**Proposals from covenant enforcement law firms:** This item was deferred to a special meeting.

**Resolution Calling a Regular Election for Directors on May 3, 2022, appointing the DEO and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election:** The Board reviewed the Resolution Calling a Regular Election. It was noted that the Resolution may need to be amended if the Board approves a change in General Counsel to the District. It was noted that there will not be an election if there are not a number of candidates in excess of the number of vacancies, and it was recommended that the community be notified of the election through the website to reach the largest audience. Following discussion, upon a motion duly made by Director Cernanec, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board adopted the Resolution Calling a Regular Election for Directors on May 3, 2022, appointed the DEO and authorized the DEO to perform all tasks required for the conduct of a mail ballot election.

**Method for Providing Notice of Call for Nominations: in addition to emailing to each registered elector at the email address provided by the county, or if no email is provided, by mailing to the household of each registered elector, notice of the call for nominations will be provided by [1) publication; or 2) newsletter, annual report or other mailing to the eligible electors of the District; or 3) posting on the District's website; or, if applicable, 4) For Districts with fewer than 1,000 electors, contained within a county of less than 30,000 people, posting at 3 public places and in the office of the clerk and recorder:** The Board discussed the method for providing a Notice of Call for Nominations. Following discussion, upon a motion duly made by Director Cernanec, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board determined to post the Notice of Call for Nominations on the website.

**Other:** None.

### DIRECTOR MATTERS

**Board vacancies, appointment of directors and election of officers:** It was noted that there is a resident who has expressed interest in the vacant Board position and an interview is to be scheduled. This would address one vacancy on the Board. Ms. Denslow stated that she will send Attorney Harris information to verify the resident's voting status.

**Engagement with Joan Fritsche, Fritsche Law, LLC, as General Counsel to the District:** The Board discussed the engagement with Joan Fritsche as General Counsel to the District. Attorney Harris noted that she had been informed that the Board was expecting to transition to new General Counsel at the beginning of 2022. Following discussion, upon a motion duly made by Director Cernanec, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board

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ratified the approval of the Engagement with Joan Fritsche, Fritsche Law, LLC, as General Counsel to the District as presented.

**Other:** None.

### OTHER BUSINESS


**Quorum for the next meeting:** The Board determined to schedule their next regular meeting on January 25, 2022. A quorum was confirmed for a special meeting on November 2, 2021 to address all items deferred at this meeting.

### ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Cernanec, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board adjourned the meeting at 6:26 p.m.

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

Respectfully submitted,

DocuSigned by:  
  
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Secretary for the Meeting