

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
LITTLETON VILLAGE METROPOLITAN DISTRICT NO. 2
HELD
OCTOBER 24, 2023

A special meeting of the Board of Directors (the “Board”) of the Littleton Village Metropolitan District No. 2 (the “District”) was convened on Tuesday, October 24, 2023, at 5:30 p.m. The meeting was held at Southglenn Country Club, 1489 E. Easter Avenue, Centennial, CO 80122, and via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance:

Jim Bowlby, Jr., President
Zach Tedeschi, Secretary
Jose Briones-Siria

Also In Attendance:

AJ Beckman, Kate Innes, Geol Scheirman and Mitchell Mayville; Public Alliance
Joan Fritsche, Esq.; Fritsche Law, LLC
Mike Bakarich; Morain Bakarich, CPAs
Isabelle Lockwood, AMLI
Dennis Bedford; BrightView

Tom Browning, Connor McClanahan, Eric Wachter, Lee Reiersgord, Mary Ann Perkowski, Bebe Kleinman, Madelyn Dalglesin; Karma Dingman, Lynn Christensen and Josh Briones, Members of the Public

ADMINISTRATIVE MATTERS

Call to order and approval of agenda: Mr. Beckman called the meeting to order at 5:30 p.m.

Following review, upon a motion made by Director Tedeschi seconded by Director Bowlby and, upon vote, unanimously carried, the Board approved the agenda, as amended.

Quorum, location of meeting and posting of meeting notices: A quorum of the Board was present, and the meeting location (Zoom) and meeting notice posting were confirmed.

Disclosures of potential conflicts of interest: None.

Requirements of Section 32-1-809, C.R.S. and compliance for 2024 (District Transparency Notice): The Board discussed Requirements of Section 32-1-

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809, C.R.S. and compliance for 2024. The Board directed staff to post the Transparency Notice on the District Website and the SDA Website.

2024 insurance renewal and documents needed to obtain or maintain insurance coverage through the Colorado Special Districts Property and Liability Pool and T. Charles and membership in the Special District Association: The Board discussed the 2024 insurance renewal.

Following discussion, upon a motion made by Director Bowlby seconded by Director Briones-Siria, and upon vote, unanimously carried, the Board authorized the 2024 renewal of the Districts insurance, for an amount not to exceed a 5% increase.

2024 Meeting Dates and Times: The Board discussed 2024 meeting dates and times. The Board determined to meet quarterly the 4th Tuesday of the month starting in January 2024.

CONSENT AGENDA

September 20, 2023 Regular Board Meeting Minutes: Following discussion, upon a motion made by Director Tedeschi, seconded by Director Briones-Siria and, upon vote, unanimously carried, the Board approved the September 20, 2023 Regular Board Meeting minutes, as presented.

FINANCIAL MATTERS

Accounts Payable Through October 18, 2023, Cash Sheet and Property Tax Schedule: Mr. Bakarich presented the list of accounts payable. Following review and discussion, upon a motion duly made by Director Briones-Siria, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board ratified approval of the accounts payable dated October 18, 2023, in the amount of \$160,448.39.

Financial Statements: Mr. Bakarich reviewed the unaudited financial statements for the period ending September 30, 2023. Following review and discussion, upon a motion duly made by Director Briones-Siria, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board approved the unaudited financial statements for the period ending September 30, 2023.

2023 Audit: The Board discussed the engagement of Wipfli LLP to prepare the 2023 Audit. Following discussion, upon a motion duly made by Director Briones-Siria, seconded by Director Bowlby and, upon vote, unanimously carried, the Board authorized the engagement of Wipfli LLP to prepare the 2023 Audit, for an amount not to exceed \$6,000.

2024 Draft Budget: Mr. Bakarich reviewed the 2024 draft Budget with the Board.

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MANAGEMENT MATTERS

Manager Report: Mr. Beckman reviewed the Manager's Report with the Board.

Request for Proposals: Mr. Beckman reviewed with the Board the Request for Proposals for Annual Landscape Maintenance and Snow Removal Services. Following discussion, upon a motion duly made by Director Bowlby, seconded by Director Briones-Siria and, upon vote, unanimously carried, the Board approved the Request for Proposals for Annual Landscape Maintenance and Snow Removal Services, as amended.

BrightView Landscaping Report: Mr. Bedford reviewed his report with the Board.

River Rock, Rock-Bed Conversion: Mr. Bedford reviewed Brightview's proposal for river rock, rock bed conversion with the Board. Following discussion, upon a motion duly made by Director Bowlby, seconded by Director Briones-Siria and, upon vote, unanimously carried, the Board approved the proposal from BrightView for River Rock, Rock-bed Conversion, in an amount not to exceed \$770.00.

Fremont Courtyard Work: Mr. Bedford reviewed Brightview's proposal for Fremont Courtyard work with the Board. Following discussion, upon a motion duly made by Director Bowlby, seconded by Director Briones-Siria and, upon vote, unanimously carried, the Board approved the proposal from BrightView for Fremont Courtyard work, in an amount not to exceed \$720.00.

Edging: Mr. Bedford reviewed Brightview's proposal for edging work with the Board. He noted that the work will start in November. Following discussion, upon a motion duly made by Director Bowlby, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board approved the proposal from BrightView for edging, in an amount not to exceed \$4,054.89.

Top Dress Fremont Trail with Stabilized Breeze: Mr. Bedford reviewed Brightview's proposal for improvements to the Fremont Trail with the Board. Following discussion, upon a motion duly made by Director Bowlby, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board approved the proposal from BrightView for Top Dress Fremont Trail with Stabilized Breeze, in an amount not to exceed \$31,080.00.

Light Fixtures in Park: Mr. Beckman reviewed with the Board a proposal from Star Electric to replace two broken light fixtures in the park. Following discussion, upon a motion duly made by Director Briones-Siria, seconded by

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Director Bowlby and, upon vote, unanimously carried, the Board approved the proposal from Star Electric in an amount not to exceed \$5,185.38.

Social Committee: Ms. Innes advised the Board that the Social Committee attendance has been challenging. She advised the Board that the focus at this point is the Santa event. There are two volunteers for the event and staff will attend as necessary. Director Bowlby explained that he asked Ms. Innes to take an active role in leading the coordination of events. He recommended that social announcements be sent as their own subject in future e-Blasts.

LEGAL MATTERS

Refinancing Schedule: Ms. Fritsche discussed the refinancing schedule with the Board and suggested dates for a Board meeting to adopt the Bond Resolution. The Board set a meeting for November 13, 2023, at 5:30 p.m. Ms. Fritsche then noted that the Preliminary Offering Statement (POS) is expected to be posted for review by potential investors before Thanksgiving. She noted that the closing date is tentatively set for Tuesday, December 5, 2023. Ms. Fritsche reported that getting information from District No. 3. has been a challenge, but the work to prepare the POS is now complete.

Dissolution of District No. 1: Ms. Fritsche reported to the Board that she still needs to discuss the status of the dissolution of District No.1 with the Attorney for District No. 3.

Appointment of Director: Tom Browning addressed the Board. He explained that he is a resident interested in serving the community and has some experience working with metropolitan districts.

The Board discussed the appointment of Tom Browning to the Board of Directors. Following discussion, upon a motion duly made by Director Bowlby, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board appointed Tom Browning to the Board of Directors to a term ending in May, 2025.

Elect Board Treasurer: The Board discussed the election of a Treasurer. Following discussion, upon a motion duly made by Director Bowlby, seconded by Director Tedeschi and, upon vote, unanimously carried, the Board elected Director Briones-Siria as Board Treasurer.

Signers on District Bank Accounts: Following discussion, upon a motion duly made by Director Tedeschi, seconded by Director Bowlby and, upon vote, unanimously carried, the Board authorized the removal Maria McAfee and any other prior directors, managers or accountants as authorized signers from the District's checking account at FirstBank and authorized the addition of all

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current Directors as authorized signers and directed Ms. Fritsche to prepare a Resolution memorializing Board action for presentation to FirstBank.

Invoice Approvers on Bill.Com: Following discussion, upon a motion duly made by Director Tedeschi, seconded by Director Bowlby and, upon vote, unanimously carried, the Board authorized adding Director Briones-Siria as an approver for Bill.com invoice approvals.

OTHER BUSINESS

AMLI Progress with the City of Littleton on New Construction: Ms. Lockwood reported to the Board that AMLI is working on obtaining City approvals for construction of the new apartment building. AMLI is currently waiting for completion of the sewer main cleaning by the City before meters can be placed to verify main capacity. AMLI is working on submitting plans for a building permit in the interim. Ms. Lockwood further noted that AMLI has submitted plans to install pedestrian lighting along Sherman Street.

Dog Park Renovations Design: Ms. Lockwood reported to the Board AMLI has been performing additional field survey work as requested by the City and hope to have an updated survey submittal by mid-November. The survey data should address drainage concerns raised by the City.

Commercial Development:

Rino 38th Bar, Grill and Music Venue: Director Bowlby reported that financing and the City review process have caused delays. The owner is planning on opening in Spring of 2024.

Daddy Chicken Shack: Director Bowlby reported that they are getting close but not yet open.

Future District No. 3 Development:

Littleton Village Metropolitan District No. 3 Board Meeting: Mr. Scheirman reported from the District No. 3 Board meeting that there may be prospects for future development in District No. 3 but nothing definite at this time. The Board then discussed the status of District No. 2 bond refunding. The Board adopted District No. 3's 2024 budget.

PUBLIC COMMENT

Ms. Dingman asked if the District has a resident directory. Mr. Beckman explained that the District cannot give out personal information regarding residents. She was advised that she and all residents can sign up to receive community updates through the District's website.

Ms. Christensen discussed with the Board the fence going east of the gravel path and suggested that the District extend the existing fencing down Pennsylvania to keep dog owners from walking dogs into open space. Director

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Bowlby noted that he will look at the conditions described and discuss further with the Board.

Ms. Christensen noted that the owners of townhomes likely don't know that the roofs are the individual homeowners' responsibility. She recommended that homeowners check their covenants and be aware of their responsibilities. She also recommended that the District send an e-blast or letter to the affected residents so they are aware of this situation.

Ms. Christensen asked for confirmation that the City owns the road where sink hole repairs were made. Ms. Fritsche confirmed that the road is owned by the City of Littleton.

Ms. Christensen discussed the removal of signs regarding ice removal and asked if the City will do ice removal, and if so how will they notify residents that park in that area? Mr. Beckman noted that he will follow up with the City of Littleton and report back at the next meeting.

Ms. Christensen asked if Districts are required to have a public comment period at meetings. She also asked why District No. 3's debt is not excluded from the current refinancing. Ms. Fritsche explained that the taxpayers of District No. 3 are obligated to pay their proportionate of debt that was incurred by District No. 2 for improvements benefitting District Nos. 2-3. Ms. Fritsche also explained that there is no statutory requirement for public comment to be added to the agenda.

EXECUTIVE SESSION

It was noted that an executive session was not needed.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Briones-Siria, seconded by Director Bowlby and, upon vote, unanimously carried, the Board adjourned the meeting at 8:10 p.m.

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

Respectfully submitted,

DocuSigned by:

Bach Tedeschi

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Secretary for the Meeting