

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

ESTANCIA METROPOLITAN DISTRICT

Held: Monday, July 24, 2023, at 10:30 A.M.

The meeting was held via teleconference.

ATTENDANCE

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Jason Dassinger
Rodney Alpert
Paul Andrade
Richard Giardina

Also present were: Jennifer Gruber Tanaka, Esq. and Audrey G. Johnson, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, District General Counsel; Ashley B. Frisbie, WHITE BEAR ANKELE TANAKA & WALDRON, District Manager; Kimberly Johanns and Gavan Archibald, Simmons & Wheeler, PC, District Accountant; Shelby Noble and Katie McVey, Piper Sandler & Co. (*for a portion*); Cindy Pedrioli, Sterling Design Associates, LLC (*for a portion*); and Dan Penry, resident.

ADMINISTRATIVE MATTERS

Call to Order

The meeting was called to order.

Declaration of Quorum and Confirmation of Director Qualifications

Ms. Frisbie noted that a quorum for the Board was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures of Potential or Existing Conflicts of Interest

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, if any, 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 Board with the proposed agenda for the meeting. Upon motion of Mr. Alpert, seconded by Mr. Dassinger, the Board unanimously approved the agenda as presented.

Election of Officers

Ms. Frisbie discussed the election of officers with the Board, noting that the Board is required to have a President, Treasurer, and Secretary, which Secretary position is not required to be a member of the Board. Following discussion, upon motion of Mr. Alpert, seconded by Mr. Giardina, the Board determined to keep the officer positions as currently slated.

PUBLIC COMMENT

Mr. Penry informed the Board that there was some construction debris in the street on S. Espana Way after one of the large storm events. The contractor did clean up the area, but not immediately. Ms. Frisbie and Mr. Dassinger noted that the District works with contractors on issues such as this and requested that any additional issues be sent to Ms. Frisbie so she can coordinate and notify the appropriate person of the issue. Mr. Penry commended Alpert Homes for their responsiveness to the issue.

Mr. Andrade noted that there are large cracks in the street. Mr. Dassinger responded that the City of Centennial (the “City”) came out and did a tar fill recently; however, they only did part of the community. Ms. Frisbie reported that the streets are owned and maintained by the City. The Board requested that Ms. Frisbie include a link about fixing streets in the community email blast.

Mr. Penry inquired about snow removal. Mr. Dassinger responded that the District is only responsible for the mailbox area, and the City is responsible for street snow removal. The Board discussed the option of having the District perform street snow removal if the City is not performing it adequately. Ms. Frisbie noted that typically the District would not be able to perform removal on City-owned public streets without coordination with the City.

Mr. Penry informed the Board that he did not receive his inspection report from the new septic tank inspection company. Mr. Dassinger noted that the contractor should be providing

property owners with a copy of the report. The Board directed Ms. Frisbie to work with the contractor to ensure inspection reports are being sent to property owners.

CONSENT AGENDA

The Board was presented with the consent agenda items. Upon motion of Mr. Giardina, seconded by Mr. Dassinger, the Board unanimously took the following actions:

- a. Approved Minutes from October 12, 2022 Regular Meeting
- b. Ratified Payment of Claims as of June 24, 2023 (\$102,269.84)
- c. Ratified Engagement Letter with Spencer Fane LLP as Special Counsel for Collection Services
- d. Ratified Addendum No. 4 to Independent Contractor Agreement with Landscape Maintenance Services with Keesen Landscape Management Inc. (“Keesen”) for Winter Watering (\$1,900)
- e. Ratified Addendum No. 5 to Independent Contractor Agreement for Landscape Maintenance Services with Keesen for Second Tree Removal & Replacement (\$1,800)

FINANCIAL MATTERS

Discuss Potential Bond Refinance Options – Presentation by Piper Sandler & Co.

Ms. Tanaka provided the Board with an overview of the District’s Series 2009 Bonds. It was noted that the developer is the bond holder. Ms. Noble and Ms. McVey provided the Board with a presentation on potential options for a bond refinance.

The Board discussed the engagement of Piper Sandler & Co. to perform underwriting and placement agent services. Following discussion, the Board authorized the engagement of Piper Sandler & Co. as Underwriter & Placement Agent for the potential bond refinancing.

Following discussion, the Board directed legal counsel to move forward with discussions with the City on increasing the maximum debt limit allowed under the District’s Service Plan for the potential bond refinance. The Board also directed legal counsel to coordinate with the developer to see if there is interest in negotiating on the terms of the current bonds and a refinance.

The Board directed Ms. Frisbie to include a brief comment in the community email blast regarding the upcoming potential bond refinancing, noting that additional information and a request for community input will be circulated once available. The Board will discuss community outreach once additional information

from Piper Sandler & Co. is available, which may include a request for community input via email or survey and/or a Town Hall meeting.

Acceptance of Unaudited Financial Statements as of June 30, 2023

Ms. Johanns presented the June 30, 2023 Unaudited Financial Statements to the Board. Upon motion made by Mr. Alpert, seconded by Mr. Giardina, the Board unanimously accepted the Unaudited Financial Statements.

**DISTRICT
MANAGEMENT
MATTERS**

General Update

Ms. Frisbie presented her Management Report to the Board.

Approval of Proposal for Holiday Lighting Services

Ms. Frisbie presented the proposals from Keesen and Denver Christmas Light Installers, LLC for holiday lighting services to the Board. Following discussion, upon motion of Mr. Dassinger, seconded by Mr. Andrade, the Board unanimously approved the proposal and agreement with Denver Christmas Light Installers, LLC, with the same installment setup as last year.

Approval of Amended and Restated Community Design Standards

Ms. Frisbie and Ms. Pedrioli presented the Amended and Restated Community Design Standards to the Board. Ms. Johnson confirmed that the District is not required to provide pre-approved options for landscaping designs or vegetable gardens. Upon motion of Mr. Dassinger, seconded by Mr. Giardina, the Board unanimously approved the Amended and Restated Community Design Standards, subject to changes as discussed.

Adoption of Resolution No. 2023-07-01: Adopting the Amended and Restated Community Design Standards

Ms. Frisbie presented Resolution No. 2023-07-01: Adopting the Amended and Restated Community Design Standards to the Board. Upon motion of Mr. Dassinger, seconded by Mr. Giardina, the Board unanimously adopted the resolution.

Discuss New Legislation Requirements

Ms. Johnson discussed the new legislative requirements related to water-wise landscaping with the Board.

Discuss Composition of Design Review Committee

Mr. Dassinger discussed the composition of the Design Review Committee (the “DRC”) with the Board, noting that the DRC is currently comprised of Ms. Pedrioli, Mr. Dassinger, and Harvey Alpert. Ashley noted that Mr. H. Alpert indicated that since he is no longer a Board member or involved with the community as a developer, he is no longer interested in participating as a member

of the DRC. Ashley noted that it is recommended that the DRC consists of at least three members, which are not required to be members of the Board. Mr. Giardina volunteered to replace Mr. H. Alpert. Following discussion, upon motion of Mr. Dassinger, seconded by Mr. Giardina, the Board unanimously determined to appoint Mr. Giardina to the DRC to replace Mr. H. Alpert.

Discuss Neighborhood Security

The Board discussed neighborhood security. Mr. Dassinger informed the Board that he is aware of a recently attempted vehicle break-in. Ms. Frisbie informed the Board that the City notified her that an entry gate would not be allowable on the City-owned public streets. Ms. Frisbie thanked Mr. Andrade for reaching out to the Arapahoe County Sheriff's Office last holiday season to obtain additional officer presence during the season and is not aware of any major security issues that occurred. The Board discussed additional security options. Following discussion, the Board directed Ms. Frisbie to obtain a proposal from Flock Safety for license plate recognition cameras at the community entrance. Mr. Dassinger noted that there is still no electricity on the east side of the community entrance. The Board discussed alternate options, including the potential for solar power or only utilizing one camera.

LEGAL MATTERS

Legislative Update

Ms. Johnson presented a legislative update to the Board.

Discuss Town Hall Requirements

Ms. Johnson discussed SB23-110, noting that metropolitan districts organized after January 1, 2000 are required to hold an annual town hall meeting as an opportunity for members of the public to ask questions about the district. Following discussion, the Board determined that the Annual Town Hall meeting will be held just prior to the budget hearing, currently scheduled for October 11, 2023.

Status of Collection Accounts

Ms. Johnson provided the Board with an update on the collection accounts, noting that there is one account currently with special counsel. Special counsel has reported that the property owner of the account indicated payment would be made; however, payment has not yet been received. As such, a Notice of Intent to Lien will be sent soon, with recording of the lien occurring if no payment is made.