

**RECORD OF PROCEEDINGS
MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
WESTWOOD METROPOLITAN DISTRICT**

HELD: The 31st day of August 2021 at 2:00 p.m. (or as soon thereafter as the Board determined), via video conference.

ATTENDANCE:

“Due to the COVID 19 situation and State of Colorado recommendations and orders regarding public meetings, the board met via teleconference. Anyone wishing to listen to the meeting may dial in to the conference call-in number provided. Participants will be limited to commenting only during the public comment portion of the agenda or specific public hearings as required.”

A special meeting of the Board of Directors of Westwood Metropolitan District, City of Thornton, Adams County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Andrew Trietley, President
Thomas Clark, Secretary
Josh Brgoch, Treasurer
Bryan Horan, Assistant Secretary

Also present were Diane Wheeler of Simmons & Wheeler, PC, Mike McGinnis of Greenberg Traurig LLP, Mike Sullivan of Piper Sandler and Russell W. Dykstra of Spencer Fane LLP.

CALL TO ORDER:

The meeting was called to order. It was confirmed that a quorum was present for the purpose of conducting a special meeting of the Board of Directors of the Westwood Metropolitan District at 2:00 p.m.

AGENDA:

The Board reviewed the Agenda for the meeting and upon motion duly made seconded and upon vote unanimously carried, the Board approved the Agenda as presented.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

The Board noted that transactional disclosure statements had been filed on behalf of the members of the Board of Directors with the office of the Colorado Secretary of State and with the Secretary of the Districts. Upon motion duly made, seconded and upon vote unanimously carried, the Board directed that said disclosures be incorporated.

PUBLIC COMMENTS:

No members of the public were present.

APPROVAL OF MINUTES:

The Board reviewed the Minutes of the special meeting of the Board held on December 4, 2020. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the Minutes as presented.

FINANCIAL MATTERS:

- a. Claims. Ms. Wheeler provided and update on the status of claims. No action was taken.
- b. Accountant's Reports. A report was not provided. No action taken.
- c. Consider for approval Limited Tax General Obligation Senior Bonds, Series 2021A⁽³⁾ in an aggregate principal amount not to exceed \$8,500,000 and Limited Tax General Obligation Subordinated Bonds, Series 2021B⁽³⁾ in an aggregate principal amount not to exceed \$600,000. Mr. McGinnis discussed the bonds and resolution with the Board. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the documents as presented.
- d. Discussion and possible action to make a final determination to approve the Limited Tax General Obligation Senior Bonds, Series 2021A⁽³⁾ and the Limited Tax General Obligation Subordinated Bonds, Series 2021B⁽³⁾. Mr. McGinnis discussed the bonds and resolution with the Board. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the documents as presented.
- e. Such other matters as may be necessary or appropriate in connection with the bond issuance. No action was taken.
- f. Identify and authorize a District Representative to approve and execute documents and other items related to the Limited Tax General Obligation Senior Bonds, Series 2021A⁽³⁾ and the Limited Tax General Obligation Subordinated Bonds, Series 2021B⁽³⁾. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved authorizing the President and Secretary to execute documents related to the bond issuance.
- g. Consider for approval the proposed Post Issuance Tax Compliance Policy related to the proposed Limited Tax General Obligation Senior Bonds, Series 2021A⁽³⁾ and the Limited Tax General Obligation Subordinated Bonds, Series 2021B⁽³⁾. Mr. McGinnis presented the post-issuance compliance documents to the Board. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the appointment of Ms. Wheeler as the responsible party for post-issuance compliance matters.

ATTORNEY ITEMS:

- a. Consider for Approval the proposed Schedio Group LLC Consultant Agreement. Mr. Dykstra presented the agreement to the Board. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreement as presented.

- b. Consider for Ratification the Completion and Turnover Agreement. Mr. Dykstra presented the agreement to the Board. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board ratified the approval the agreement as presented.

DIRECTOR ITEMS:

None.

OTHER BUSINESS:

None.

ADJOURNMENT:

Following discussion and upon motion duly made, seconded and unanimously carried, the Board moved to adjourn the meeting at 2:22 p.m. The foregoing Minutes constitute a true and correct copy of the Minutes of the above-referenced meeting and were approved by the Board of Directors of the Westwood Metropolitan District.

Thomas M Clark

Secretary of the Districts