

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Wednesday, June 17, 2020 at 8:00 A.M. held at via Zoom Conferencing at 669-900-9128; meeting ID: 965 0256 3413 Password: 462410.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment (CDPHE), and the threat posed by the COVID-19 coronavirus, 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:

Justin Ross
Tom Downey
Katie Dell
Dave Ungemah

Director Thornton was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were:

- Megan J. Murphy, Esq. and Jennifer Tanaka, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District General Counsel;
- John Simmons, Simmons and Wheeler, P.C., District Accountant
- Brian Fennelly, Brookfield Properties Development;
- John Moye, Director from Park Creek Metropolitan District;
- Joe Stanoch, CRL Associates, Inc.;
- Shannon Gifford, City and County of Denver Mayor's Office; and
- Rexford Canady, member of the public.

ADMINISTRATIVE MATTERS

Call to Order Director Ross noted that a quorum of the Board was present and called the meeting to order.

Declaration of Quorum and Confirmation of Director Qualifications A quorum for the Board was confirmed present and the director's qualifications to serve were also confirmed.

Reaffirmation of Disclosures of Potential or Existing Conflicts of Interest Ms. Murphy 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. Murphy 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 The Board reviewed the proposed agenda for the meeting. Following discussion, upon motion by Mr. Ross and seconded by Ms. Dell, the Board unanimously approved the agenda as presented.

PUBLIC COMMENT None.

CONSENT AGENDA Ms. Murphy reviewed the items on the consent agenda with the Board. Ms. Murphy advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Minutes from April 23, 2020, Special Meeting
- b. Minutes from May 26, 2020, Special Meeting

SDC UPDATE
Updates from SDC This item was deferred.

**MATTERS RELATED TO
PARK CREEK
METROPOLITAN
DISTRICT**

Update from Park Creek Metropolitan District Ms. Murphy provided an update to the Board regarding the request from the District to Park Creek Metropolitan District (“PCMD”) to expand the PCMD Board of Directors from 5 to 7 members. It was noted that the PCMD Board of Directors has denied the request.

Discuss Volunteers for Attendance at Next Park Creek Metropolitan District Meeting Ms. Murphy noted that the next PCMD meeting is on June 25, 2020 at 9:00 a.m. Mr. Ungemah and Mr. Ross volunteered to attend.

LEGAL MATTERS

Discuss Name Change Proposal of Stapleton Recreation Center and Stapleton Drives Mr. Downey discussed the possibility of changing the name of the Stapleton Recreation Center and Stapleton Drives to something without the name “Stapleton.” It was noted that since the requested was made the City and County of Denver (the “City”) has already removed the name from the recreation center and there is ongoing discussion regarding the name changes to the street names. Mr. Ungemah suggested making a motion of support to encourage the City to change the names to remove “Stapleton.” Upon motion duly made by Mr. Ungemah and seconded by Mr. Downey, the Board approved the motion in support to encourage the City, Master Community Association (“MCA”) and Brookfield Properties Development to change the name of anything the community that includes the name “Stapleton.”

FINANCIAL MATTERS

Discuss Control Over Mill Levy Funds The Board engaged in general discussion regarding control over mill levy funds.

Mr. Ungemah asked Mr. Simmons if he had any additional or new information regarding control over mill levy funds from the last meeting. Mr. Simmons noted he does not have any new information regarding control over mill levy funds and that he is going to be providing financial statements to the Board on a quarterly basis.

EXECUTIVE SESSION

Regarding receiving legal advice pursuant to § 24-6-402(4)(b), C.R.S. as it relates to SDC reduced operations plan and Intergovernmental Financing and Construction Agreement with PCMD and Upon motion of Mr. Downey, and upon an affirmative vote of at least two-thirds of the quorum present, the Board entered in executive session at 8:31 A.M. for the purpose of obtaining legal advice related to the SDC Reduced Operations Plan and Intergovernmental Financing and Construction Agreement with PCMD pursuant to Section 24-6-402(4)(b), C.R.S.

determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, instructing negotiators pursuant to § 24-6-402(4)(e), C.R.S.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of legal counsel to the District, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Also pursuant to § 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Board reconvened in regular session at 9:15 A.M.

OTHER BUSINESS

The Board engaged in general discussion regarding the motion in support of the change of the name. The Board directed legal counsel to send a letter to the City, Brookfield Properties Development, and MCA, in support of the name change.

Next Meeting

The next regular meeting of the District is scheduled for August 19, 2020.

ADJOURNMENT

There being no further business to come before the Board, upon motion, second 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.

Tom Downey

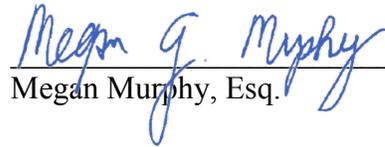
Tom Downey (Jul 17, 2020 17:01 MDT)

Secretary for the District

The foregoing minutes were approved by the Board of Directors on the 15th day of July, 2020.

**ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Westerly Creek Metropolitan District, I attended the executive session at a special meeting of Westerly Creek Metropolitan District convened at 8:31 A.M. on June 17, 2020 for the sole purpose of discussing the SDC reduced operations plan and Intergovernmental Financing and Construction Agreement with PCMD as authorized by Section 24-6-402(4)(b), C.R.S.. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.



Megan Murphy, Esq.

2020-06-17 Special Minutes (Westerly Creek MD)

Final Audit Report

2020-07-17

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-  Document created by Andie Eckstrum (aekstrum@wbapc.com)
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