

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Wednesday, April 21, 2021 at 8:00 A.M. held via Zoom Conferencing at 1-253-215-8782; meeting ID: 921 1171 7886 Password: 613387.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Public 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:

Tim Thornton;  
Katie Dell;  
Dave Ungemah; and  
Justin Ross.

Also present were:

- Megan J. Murphy, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District General Counsel;
- John Simmons, Simmons & Wheeler, District Accountant;
- Shannon Gifford and Michael Kerrigan, City and County of Denver Mayor's Office; and
- Marcus Lock, Esq., and Jacob With, Esq., Law of the Rockies.

**ADMINISTRATIVE MATTERS**

Call to Order

Ms. Murphy 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 directors' qualifications to serve were also confirmed.

Reaffirmation of Disclosures of Potential or Existing Conflicts of Interest Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. 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. Ungemah and seconded by Ms. Dell, the Board unanimously approved the agenda as amended.

**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 by Ms. Dell and seconded by Mr. Ross, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Minutes from February 17, 2021 Special Meeting.

**SDC UPDATE**  
Updates from SDC The Board deferred this agenda item.

**MATTERS RELATED TO  
PARK CREEK  
METROPOLITAN  
DISTRICT**

Update from Park Creek Metropolitan District The Board deferred this agenda item.

Discuss Volunteers for Attendance at Next Park Creek Metropolitan District Meeting Ms. Dell noted that she will attend the next Park Creek Metropolitan District meeting.

## **DIRECTOR MATTERS**

Review Letter of Interest Mrs. Murphy presented the Letter of Interest from Ms. Rozansky to the Board for consideration. The Board reviewed the Letter of Interest and engaged in discussion.

Consider Appointment of Director to the Board Ms. Murphy noted that there is currently a vacancy on the Board. Ms. Murphy noted that Kristin Rozansky expressed an interest in sitting on the Board. Upon motion duly made by Mr. Ungemah and seconded by Ms. Dell the Board unanimously appointed Ms. Rozansky to the Board subject to legal counsel verifying her voter registration. Ms. Murphy noted that her office will file the certificates of appointment and executed oaths of office with the Division of Local Government and the District Court pursuant to Colorado law.

Election of Officers The Board deferred this agenda item.

## **FINANCIAL MATTERS**

Update on 2020 Audit Mr. Simmons presented the engagement letter with Fiscal Focus Partners for the 2020 Audit to the Board for consideration. Following discussion, upon motion made by Mr. Ungemah and seconded by Mr. Ross, the Board unanimously approved the engagement letter.

## **LEGAL MATTERS**

None.

## **EXECUTIVE SESSION**

Regarding receiving legal advice as it relates to SDC Reduced Operations Plan and Intergovernmental Financing and Construction Agreement with Park Creek Metropolitan District and pursuant to § 24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, Upon motion of Mr. Ungemah, seconded by Mr. Ross, and upon an affirmative vote of at least two-thirds of the quorum present, the Board entered in executive session at 8:25 A.M. for the purpose of obtaining legal advice related to the SDC Reduced Operations Plan and Intergovernmental Financing and Construction Agreement with Park Creek Metropolitan District pursuant to Section 24-6-402(4)(b), 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

developing strategy for negotiations, instructing negotiators pursuant to § 24-6-402(4)(e), C.R.S.

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 9:04 A.M.

**OTHER BUSINESS**

**Next Meeting**

The Board engaged in discussion regarding the next Board meeting. It was noted that the Board would like to meet the week of May 17, 2021 and requested legal counsel coordinate accordingly. No further action was taken.

**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.

*Katie Bedard Dell*

Katie Bedard Dell (Jun 8, 2021 11:01 MDT)

Secretary for the District

The foregoing minutes were approved by the Board of Directors on the 18<sup>th</sup> day of May, 2021.

**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 8:25 A.M. on April 21, 2021 for the sole purpose of discussing the SDC reduced operations plan and Intergovernmental Financing and Construction Agreement with Park Creek Metropolitan District 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 G. Murphy*  
Megan Murphy, Esq.