

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Tuesday, May 18, 2021 at 11:00 A.M. held via Zoom Conferencing at 1-346-248-7799; meeting ID: 994 5787 2203 Password: 858872.

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;  
Kristin Rozansky; and  
Justin Ross.

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

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. Ms. Rozansky noted that her conflict of interest form was not filed with the Secretary of State's Office or the Board at least 72 hours prior to the meeting. Ms. Ronzansky reviewed the agenda and determined there were no matters on the agenda for which a disclosure was required. 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 amended.

Election of Officers The Board engaged in discussion regarding the Election of Officers. Following discussion, upon a motion duly made by Ms. Dell and seconded by Ms. Rozansky, the Board elected Director Rozansky as Assistant Secretary and Director Ungemah as Secretary.

**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 approved, ratified and adopted:

- a. Minutes from February 17, 2021 Special Meeting

- b. Ratification of Claims as of May 18, 2021 (\$12,806.60)
- c. Financial Statements as of March 31, 2021

Director Rozansky informed the Board that due to her not being a Director on the Board at the time, she abstained from voting on the Minutes from the February 17, 2021 Special Meeting.

**SDC UPDATE**

Updates from SDC

The Board engaged in discussion regarding the updates from SDC. Following discussion, the Board requested legal counsel to email the SDC team and let them know they are invited to all Westerly Creek Metropolitan District meetings. No further action was taken.

**MATTERS RELATED TO  
PARK CREEK  
METROPOLITAN  
DISTRICT**

Update from Park Creek Metropolitan District

The Board engaged in discussion regarding updates from Park Creek Metropolitan District. Following discussion, the Board requested legal counsel to email Park Creek Metropolitan District and Brian Fennelly as a representative of Brookfield to let them know they are invited to all Westerly Creek Metropolitan District meetings. No further action was taken.

Discuss Volunteers for Attendance at Next Park Creek Metropolitan District Meeting

The Board discussed volunteers to attend the next Park Creek Metropolitan District meeting. It was determined that Director Thornton would try to attend the meeting.

**FINANCIAL MATTERS**

None.

**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

Upon motion of Mr. Ross seconded by Mr. Thornton, and upon an affirmative vote of at least two-thirds of the quorum present, the Board entered in executive session at 11:21 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

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.

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 11:41 A.M.

**OTHER BUSINESS**

Next Meeting

Next Regular Meeting June 16, 2021

**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 9, 2021 11:47 MDT)

Secretary for the District

The foregoing minutes were approved by the Board of Directors on the 7<sup>th</sup> day of June, 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 11:21 A.M. on May 18, 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.