

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Tuesday, August 31, 2021 at 8:00 A.M. held via Zoom Conferencing at 1-720-707-2699; meeting ID 893 4794 3710; passcode: 518441.

ATTENDANCE

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

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

Also present were:

- Jennifer Gruber Tanaka, Esq. and Megan J. Murphy, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District General Counsel;
- Marcus Lock, Esq. and Jacob With, Esq., Law of the Rockies;
- Diane Wheeler, Simmons & Wheeler;
- Brian Fennelly and Jim Chrisman, Brookfield Properties Development;
- David A. Greher, Esq., Collins Cockrel & Cole;
- Shannon Gifford, City and County of Denver;
- Kevin Marchman; and
- Members of the public.

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. Rozansky, the Board unanimously approved the agenda.

**MATTERS RELATED TO
PARK CREEK
METROPOLITAN
DISTRICT**

Updates from Park Creek Metropolitan District

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

Upon motion of Ms. Rozansky 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 8:10 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)(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 9:12 A.M. No action was taken.

OTHER BUSINESS

Ms. Dell stated that she does not think the Intergovernmental Financing and Construction Agreement between the District and Park Creek Metropolitan District is a valid document and it needs to be amended.

Following discussion upon a motion by Mr. Ungemah seconded by Mr. Thornton, the Board directed legal counsel to send a letter to Park Creek Metropolitan District subject to final review by Mr. Ungemah and Ms. Rozansky. Mr. Ross, Mr. Thornton, Mr. Ungemah, and Ms. Rozansky voted in favor of the motion to authorize the letter and Ms. Dell voted against the motion.

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 (Sep 27, 2021 11:25 MDT)

Secretary for the District

The foregoing minutes were approved by the Board of Directors on the 27th day of September, 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 8:10 A.M. on August 31, 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 J. Murphy
Megan J. Murphy, Esq.