

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Wednesday, March 23, 2022 at 8:00 A.M. held via Zoom Conferencing at 720-707-2699; meeting ID: 811 1096 5583 Password: 628225.

ATTENDANCE

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

Tim Thornton,
Kristin Rozansky,
Dave Ungemah,
Justin Ross;

Also present were:

- Megan J. Murphy, Esq. and Nelson G. Dunford, Esq. WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District General Counsel;
- Marcus Lock, Esq., Law of the Rockies;
- Brian Fennelly, Brookfield Properties;
- Drew Bartlett;
- David Greher, Esq., Cockrel Ela Glesne Greher & Ruhland, PC; 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 director's 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 Ms. Rozansky and seconded by Mr. Ungemah, 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. Rozansky and seconded by Mr. Ungemah, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Minutes from February 16, 2022 Regular Meeting.

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. Ungemah, and upon an affirmative vote of at least two-thirds of the quorum present, the Board entered in executive session at 8:05 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 8:23 A.M. No action was taken.

MATTERS RELATED TO STAPLETON DEVELOPMENT CORPORATION

Updates from SDC None.

MATTERS RELATED TO PARK CREEK METROPOLITAN DISTRICT

Update from Park Creek Metropolitan District None.

Consider Approval of Letter Agreement with Park Creek Metropolitan District Upon motion of Mr. Ungemah and seconded by Mr. Ross, the Board approved the Letter Agreement with Park Creek Metropolitan District in reliance on the representations and promises to qualify directors from the community of Central Park made in the SDC Letter Agreement dated March 4, 2022.

Consider Approval of Letter Agreement with Brookfield Properties Upon motion of Mr. Ungemah and seconded by Mr. Ross, the Board approved the Letter Agreement with Brookfield Properties in reliance on the representations and promises to qualify directors from the community of Central Park made in the SDC Letter Agreement dated March 4, 2022.

Consider Approval of Letter Agreement with SDC Upon motion of Mr. Ungemah and seconded by Mr. Ross, the Board approved the Letter Agreement with Stapleton Development Corporation in reliance on the representations and promises to qualify directors from the community of Central Park made in the SDC Letter Agreement dated March 4, 2022.

OTHER BUSINESS

Update on May 3, 2022 Election Ms. Murphy updated the Board, noting ballots would be mailed from April 11th through April 18th.

Next Meeting April 20, 2022

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.

KRISTIN FROZANSKY

KRISTIN FROZANSKY (Jun 7, 2022 21:34 MDT)

Secretary for the District

The foregoing minutes were approved by the Board of Directors on the 20th day of April, 2022.

**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 8:05 A.M. on March 23, 2022 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.