

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Wednesday, October 18, 2023, at 8:00 A.M. held via teleconference

ATTENDANCE

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

Derek Lis
Robert Douglas Marsh
Matthew Blackburn
Jack Seward
Kristin Rozansky

Also present were:

- Megan J. Murphy, Esq. and Nelson G. Dunford, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District General Counsel;
- Diane Wheeler, Simmons & Wheeler;
- Anne Bensard, Kutak Rock, LLP;
- Barrett Marrocco, IDES; and
- Jim Chrisman

ADMINISTRATIVE MATTERS

Call to Order

Director Marsh noted that a quorum of the Board was present and called the meeting to order at 8:02 a.m.

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 a motion duly made and seconded, the Board unanimously approved the agenda as presented.

PUBLIC COMMENT

None.

CONSENT AGENDA

Director Marsh reviewed the items on the consent agenda with the Board. Director Marsh advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Following discussion, upon a motion by Director Seward and seconded by Director Lis, the Board unanimously approved the agenda as presented.

- a. Approval of Minutes from August 16, 2023 Regular Meeting;
- b. Claims as of September 30, 2023 (\$51,083.38);
- c. 2022 Annual Report; and
- d. 2022 Audit

**MATTERS RELATED TO
STAPLETON
DEVELOPMENT
CORPORATION**

Update from Stapleton
Development Corporation
("SDC")

Deferred.

**MATTERS RELATED TO
PARK CREEK
METROPOLITAN
DISTRICT**

Discussion Regarding Transfer
of Assets (proposed deadline

Ms. Murphy informed the Board of her communication with Paul Cockrel, attorney for Park Creek Metropolitan District, and

December 31, 2023)

noted the asset transfer will not occur by December 31, 2023. Mr. Marrocco presented an update to the Board regarding Independent District Engineering Services' inventory of assets within the District. The Board engaged in discussion.

Discussion Regarding Intergovernmental Agreement Regarding Asset Conveyance (Executive Session, if necessary - §§24-6-402(4)(b) and (e), C.R.S.)

Mr. Murphy provided the Board with an update regarding the Intergovernmental Agreement regarding Asset Conveyance (the "IGA"). Ms. Murphy raised to the Board the potential conflict of interest in sharing with Director Seward the draft IGA, due to his employment with MCA. Director Marsh supports sharing the draft with Director Seward as he believes he can contribute to the discussion. Director Seward's legal counsel does not believe his participation in Westerly Creek Metropolitan District is in conflict with MCA regarding the agreement. Director Rozansky notes Director Seward's relationship with MCA could be perceived as an appearance of impropriety. Director Blackburn does not object to Director Seward participating in discussion of the draft IGA. Following discussion, upon a motion duly made and seconded, the Board approved the change in subcommittee to Director Marsh and Director Seward. Directors Seward and Rozansky informed the Board that they have a potential conflict of interest involving the matter discussed herein, and abstained from voting on the matter.

LEGAL MATTERS

Consider Adoption of 2024 Annual Administrative Resolution

Director Marsh presented the 2024 Annual Administrative Resolution to the Board. The Board engaged in discussion regarding the frequency of regular meetings. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution.

Approval of Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2024

Ms. Murphy presented the Property and Liability Schedule to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the schedule, exclusion of workers compensation coverage, and the SDA membership renewal.

Discussion Regarding Memorandum Regarding Electoral Authorization

Ms. Bensard provided background information regarding the Memorandum regarding Electoral Authorization. The Board engaged in discussion and acknowledged receipt of the Memorandum.

FINANCIAL MATTERS

Conduct Public Hearing on 2023 Budget Amendment and Consider Adoption of Resolution Amending 2023 Budget

Deferred.

Discuss Requirements of SB23-303 Relating to Limitations on Property Tax Revenue

Deferred.

Conduct Public Hearing on 2024 Budget and Consider Adoption of Resolution Adopting Budget, Imposing Mill Levy, and Appropriating Funds

Deferred.

DIRECTOR MATTERS

Discussion Regarding District Website Updates

Deferred.

Discussion Regarding Engagement of Public Relations Firm

Deferred.

Discussion Regarding District Frequently Asked Questions and the District’s Website

Deferred.

OTHER BUSINESS

Town Hall Meeting – October 19, 2023

The Board confirmed this date for the Town Hall Meeting.

Special Meeting – November 15, 2023

The Board confirmed this date for a special meeting to discuss the budget, communication matters, and the conveyance of assets from PCMD.

Next Regular Meeting – December 20, 2023

The Board confirmed this date as the next regular meeting.

ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Director Blackburn and seconded by Director Rozansky, the Board unanimously determined to adjourn the meeting at 9:24 a.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Derek Lis

Derek Lis (Nov 20, 2023 13:22 MST)

Secretary for the District

The foregoing minutes were approved by the Board of Directors on the 15th day of November 2023.