

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Tuesday, February 28, 2023, at 8:00 A.M. held via Zoom Conferencing at 720-707-2699; Meeting ID: 824 9098 9549, Passcode: 123640.

**ATTENDANCE**

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

Justin Ross  
Derek Lis  
Doug Marsh  
Kristin Rozansky  
Mario Rivera

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, District Accountant;
- Jim Chrisman, Brookfield Properties;
- Keven Burnett, MCA;
- John Seward, MCA;
- John Karner and Mathew Blackburn. Residents;
- Drew Bartlett, Park Creek Metropolitan District.

**ADMINISTRATIVE MATTERS**

Call to Order

Ms. Murphy noted that a quorum of the Board was present and called the meeting to order at 8:07 a.m.

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 and seconded by the Board unanimously approved the agenda as amended.

Update regarding May 2023 Election

Ms. Murphy notified the Board that six Self-Nomination and Acceptance forms were submitted for three available seats. Ms. Murphy noted that candidate biographies could be posted on the District's website. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized candidate biographies to be posted on the District's website.

**PUBLIC COMMENT**

Matthew Blackburn asked how many open seats were available on the Board of Directors. Ms. Murphey responded that there were three open seats.

John Karner introduced himself as a candidate for the election.

**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. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Minutes from November 16, 2022 Special Meeting
- Claims as of February 7, 2023 (\$25,675.38).

**MATTERS RELATED TO STAPLETON DEVELOPMENT CORPORATION**

Update from Stapleton

The Board deferred this item.

Development Corporation  
("SDC")

**MATTERS RELATED TO  
PARK CREEK  
METROPOLITAN  
DISTRICT**

Discussion Regarding Transfer of Assets (proposed deadline December 31, 2023)      The Board deferred this item.

**CONSULTANT MATTERS**

Review and Consider Approval Proposals for Accounting Services      The Board engaged in general discussion regarding accounting services proposals. Mr. Marsh raised some concerns regarding the proposed fee structure from CliftonLarsonAllen, LLP. The Board requested that Simmons and Wheeler provide an updated proposal. No further action was taken.

Executive Session - The Board intends to enter into executive session pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the District for the purpose of receiving legal advice as it relates to the request for proposal for engineering services 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 related to the request for proposal for engineering services.      Upon a motion duly made and seconded, followed by an affirmative vote of at least two-thirds of the quorum present, the Board enter into executive session at 8:31 a.m. for the purpose of receiving legal advice on as it relates to the request for proposal for engineering services pursuant to Section 24-6-402(4)(b), C.R.S. and for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, instructing negotiators related to the request for proposal for engineering services pursuant to § 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 Section 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during executive session.

The Board reconvened in regular session at 8:51 a.m.

Review and Consider  
Approval of Proposal for  
Engineering Services

The Board engaged in discussion regarding the proposal for engineering services from IDES, LLC. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal with IDES, LLC for Phase 1, subject to final review by legal counsel.

## **OTHER BUSINESS**

IDES, LLC Point Person

Mr. Marsh requested that Mr. Lis be the designated point of contact with IDES, LLC. Following discussion, upon a motion duly made and seconded, the Board unanimously designated Mr. Lis as the contact person.

Next Meeting

The next meeting is scheduled for April 19, 2023.

## **ADJOURNMENT**

There being no further business to come before the Board, upon motion, second, and unanimously carried, the Board determined to adjourn the meeting at 9:00 a.m.

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

  
Robert Douglas Marsh (May 11, 2023 10:26 MDT)


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Secretary for the District

The foregoing minutes were approved by the Board of Directors on the 24<sup>th</sup> day of April 2023.

## **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 8:31 a.m. on February 28, 2023 for the sole purpose of the request for proposal for engineering services 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 Murphy, Esq.