

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Monday, April 15, 2024 at 6:30 p.m. via teleconference and at 8371 E. Northfield Blvd., Denver, CO 80238

ATTENDANCE

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

Robert Douglas Marsh
Matthew Blackburn
Jack Seward
Kristin Rozansky
Derek List **joined where indicated*

Also present were:

- Megan J. Murphy, Esq., and Marissa M. Peck, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District General Counsel;
- Diane Wheeler, Simmons & Wheeler, District Accountant.

ADMINISTRATIVE MATTERS

Call to Order

Director Marsh noted that a quorum of the Board was present and called the meeting to order at 6:36 p.m.

**Director Lis joined*

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 Blackburn, the Board unanimously approved the agenda as presented.

- a. Minutes from March 28, 2024 Meeting

FINANCIAL MATTERS

Ratification of Claims as of April 1, 2024 (\$10,183.79)

Ms. Wheeler presented the Claims in the amount of \$10,183.79 to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the Claims.

Discussion Regarding 2023 Audit

Ms. Wheeler engaged in discussion with the Board regarding the 2023 Audit. Ms. Wheeler noted the audit will be available for review at the next Board meeting.

Other Financial Matters

Director Marsh noted the Board received the bond closing notes from bond counsel. Director Marsh wanted to bring attention to the letter and the opportunity to refinance.

DIRECTOR MATTERS

Discussion Regarding Proposals for Marketing and Communication Services

The Board engaged in discussion regarding marketing and communication services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal from 4B Marketing.

Discussion Regarding OIT
Website Accessibility
Requirements

The Board engaged in discussion regarding the OIT Website Accessibility Requirements. Ms. Murphy presented the Website Accessibility Memorandum to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Streamline and the Community Pro option.

**MATTERS RELATED TO
PARK CREEK
METROPOLITAN DISTRICT**

The Board intends to enter into executive session pursuant to §24-6-402(4)(b), to conference with an attorney for the District for the purpose of receiving legal advice as it relates to the Intergovernmental Financing and Construction Agreement and Transfer of Assets with Park Creek Metropolitan District

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 7:09 p.m. for the purpose of receiving legal advice on the Intergovernmental Financing and Construction Agreement and Transfer of Assets with Park Creek Metropolitan District and asset transfers between the Districts and the City of Denver 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 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 8:10 p.m.

ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made and seconded, the Board unanimously determined to adjourn the meeting at approximately 8:10 p.m.

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

Matthew Blackburn
Matthew Blackburn (May 24, 2024 14:54 MDT)
Secretary for the District

The foregoing minutes were approved by the Board of Directors on the 23rd day of May, 2024.

**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 meeting Westerly Creek Metropolitan District convened at 7:09 p.m. on April 15, 2024, for the sole purpose to conference with an attorney for the District §24-6-402(4)(b), C.R.S., purpose of receiving legal advice as it relates to intergovernmental agreements with Park Creek Metropolitan District and asset transfers between the Districts and the City of Denver 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 intergovernmental agreements with Park Creek Metropolitan District and asset transfers between the Districts and the City of Denver. 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.

Marissa Peck

Marissa M. Peck, Esq.