

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE WESTOWN METROPOLITAN DISTRICT (THE “DISTRICT”) HELD JUNE 8, 2020

A special meeting of the Board of Directors of the Westown Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, June 8, 2020, at 6:00 p.m. Due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board Meeting was held by conference call without any individuals (neither district representatives nor the general public) attending in person.

Directors in Attendance Were:

Cindy Baldwin
Hunter Owen

Also, In Attendance Were:

Peggy Ripko; Special District Management Services, Inc. (“SDMS”)

Elisabeth A. Cortese, Esq.; McGeady Becher P.C.

Diane Wheeler; Simmons & Wheeler, PC

Homeowners in attendance:

Patty Brown, Scott and Marleen McCaslin, Bobby Jo Kinsey, Pam Benigno, Taylor Kirndr, Katie Groke, Richard Caudell, Gary Esposito, and Shirley Smith.

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Ms. Ripko noted a quorum was present and discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting.

Attorney Cortese further explained the process for conflicts with the residents in attendance.

RECORD OF PROCEEDINGS

ADMINISTRATIVE MATTERS

Agenda: Ms. Ripko distributed for the Board's review and approval a proposed Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Agenda was approved, as amended.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Board noted that due to concerns regarding the spread of COVID-19 and the benefit to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held by Zoom teleconference. The Board further noted that notice of the date, time, and format of the meeting was duly posted and no objections to the telephonic manner of the meeting or any requests that the format of the meeting be changed were received prior to the meeting.

Resignation of Board of Director: The Board acknowledged the resignation of Debra McCartan from the Board of Directors, effective April 6, 2020.

Results of May 5, 2020 Regular Election: Attorney Cortese discussed with the Board the results of the May 5, 2020 Regular Election for Directors ("Election"). It was noted that the Election was cancelled, as permitted by statute as there were not more Candidates than seats available. Director Baldwin was deemed elected to a three-year term ending May 2023 and Hunter Owen was deemed elected to a two-year term ending May 2022.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the following slate of officers was appointed:

President/Treasurer
Secretary

Cindy Baldwin
Hunter Owen

Vacancies on the Board: The Board discussed the vacancies on the Board of Directors. Director Baldwin informed the Board that she reached out to several residents regarding serving on the Board, but with the current pandemic it has been difficult finding people interested in serving. She will continue her efforts.

RECORD OF PROCEEDINGS

Minutes: The Board reviewed the Minutes of the March 30, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Minutes of the March 30, 2020 Special Meeting were approved.

2020 SDA Annual Conference: Ms. Ripko discussed with the Board the 2020 SDA Annual Conference in Keystone on September 23, 24, and 24, 2020.

PUBLIC COMMENTS

Comments: Ms. Ripko provided each homeowner present the opportunity to address the Board. The discussion included the following topics:

- Some residents thanked the Board members for their hard work;
- Cars speeding in the Community;
- Parking issues on 64th Loop; and
- Parking violations and towing.

FINANCIAL MATTERS

Claims: Ms. Wheeler reviewed with the Board the payment of claims represented by check nos. 1319 - 1332, in the amount of \$68,414.09.

Following review and discussion, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Board ratified approval of the payment of claims represented by check nos. 1319 - 1332, in the amount of \$68,414.09.

Unaudited Financial Statements and Schedule of Cash Position: Ms. Wheeler presented the Board with the unaudited financials statements and schedule of cash position for the period ending March 31, 2020.

Following review and discussion, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Board accepted the unaudited financial statements and schedule of cash position for the period ending March 31, 2020.

Refunding of the District's General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2017A and Subordinate General Obligation Limited Tax Bonds, Series 2017B: Attorney Cortese discussed the status of the potential refinancing of the District's 2017 Bonds. Attorney Cortese noted that D.A. Davidson continues to monitor and will provide an update in September 2020.

2019 Budget Amendment: The Board deferred the public hearing on the budget.

RECORD OF PROCEEDINGS

2019 Audit: The Board deferred discussion at this time.

LEGAL MATTERS

There were no Legal Matters for discussion at this time.

OPERATION AND MAINTENANCE MATTERS

Pet Waste Removal Service Agreement: Ms. Ripko reviewed the Service Agreement with Doody Calls, LLC for Pet Waste Removal Services.

Following review, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement with Doody Calls, LLC for Pet Waste Removal Services.

Dog Waste Stations: The Board reviewed proposal for installation of two dog waste stations by Doody Calls, LLC.

Following review, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Board ratified approval of the installation of two dog waste stations by Doody Calls, LLC in the amount of \$640.00.

Landscape Improvements

Proposal for Turf Demo and New Landscaping from Keesen Landscape Management, Inc.: Ms. Ripko and Director Baldwin discussed with the Board a proposal for turf demo and new landscaping from Keesen Landscape Management, Inc. Director Baldwin stated that a representative from the Board of Directors for the Westtown Condominium Association helped with the planning of these changes.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Board approved the proposal for turf demo and new landscaping from Keesen Landscape Management, Inc. for the work on the west side of 15385, south side of 15354, and south side of 15274 in the amount of \$16,663.49.

Status of Pool Opening: This item was moved for discussion at the end of the Agenda.

Status of Parking Lot Sweeping and Striping

Proposals for Street Sweeping and Striping: The Board reviewed proposals from Rocky Mountain Maintenance and CAM Services for street sweeping and striping.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board approved the proposal from Hartco Inc. d/b/a Cam Services for street sweeping and striping.

Service Agreement between the District and Wyatt's Towing for Towing Services: The Board reviewed the Service Agreement between the District and Wyatt's Towing for Towing Services.

Following review, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement between the District and Wyatt's Towing for Towing Services.

COVENANT ENFORCEMENT MATTERS

Community Manager's Report: Ms. Ripko provided the Community Manager's Update to the Board.

Status of Pool Opening: The Board discussed their concerns with opening the District pool for the 2020 season due to COVID-19 and the expenses related to conforming to the guidelines from the Colorado Department of Public Health and Environment. The Board welcomed comments from the public in attendance. There was a mix of those interested in opening the pool despite the impact on the budget, those that were interested in opening the pool but did not want to have additional money spent, and those that did not want the pool to be opened.

OTHER BUSINESS

Executive Session: Pursuant to Section 24-6-402(4) of the Colorado Revised Statutes, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 8:12 p.m. for the purpose of receiving from the Board's attorney legal advice on specific legal questions as authorized by Section 24-6-402(4)(b), C.R.S. regarding the 2020 pool season. Furthermore, pursuant to Section 24-6-402(2)(d.5) (II)(B), C.R.S., no record will be kept of those portions of the executive session that, in the opinion of the Board's attorney, constitute privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

The Board reconvened in regular session at 8:25 p.m.

Following further discussion, the Board determined to not open the District pool at this time. The Board authorized a committee, comprised of residents, to research alternatives for opening the pool for the 2020 season for the Board's consideration at a future special meeting.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Baldwin, seconded by Director Owen and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

Attorney Statement

Pursuant to section 24-6-402(2)(d.5)(II)(B) of the Colorado Revised Statutes, I attest that, in my capacity as the attorney representing Westown Metropolitan District, I attended the executive session meeting convened at 8:12 p.m. on June 8, 2020 for the sole purpose of receiving from the Board's attorney, legal advice on specific legal questions regarding legal ramifications for pool re-opening as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all the executive session discussion constituted a privileged attorney-client communication as provided by section 24-6-402(4)(b) and, based on that opinion, no further record was kept or required to be kept pursuant to section 24-6-402(2)(d.5)(II)(B).

Signed: _____
Elisabeth A. Cortese, Esq.

Date: _____