

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE WESTOWN METROPOLITAN DISTRICT (THE “DISTRICT”) HELD AUGUST 26, 2020

A special meeting of the Board of Directors of the Westown Metropolitan District (referred to hereafter as the “Board”) was convened on Wednesday, August 26, 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 teleconference on Zoom 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, P.C.

Homeowners in attendance:

Frances, Pam Benigno, Gary Esposito, Richard Pugh, Rajeswary Iruthayanathan, Ashely Copenhaver, Samantha Pearson, and Cecilia Noyes

**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.

Ms. Ripko further explained the process for conflicts with the residents in attendance.

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ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the Agenda for District's special meeting.

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

Vacancies on the Board: The Board discussed the vacancies on the Board of Directors and considered the appointments of District eligible electors Rajeswary Iruthayanathan, Ashley Copenhaver, and Samantha Pearson.

Following discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, Rajeswary Iruthayanathan, Ashley Copenhaver, and Samantha Pearson were appointed to fill the vacancies on the Board of Directors.

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

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

President	Cindy Baldwin
Treasurer	Samantha Pearson
Secretary	Hunter Owen
Assistant Secretary	Ashley Copenhaver
Assistant Secretary	Rajeswary Iruthayanathan

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Minutes: The Board reviewed the Minutes of the June 8, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board approved the Minutes of the June 8, 2020 Special Meeting.

PUBLIC COMMENTS

There were no public comments at this time.

FINANCIAL MATTERS

2019 Budget Amendment: The President opened the public hearing to consider the Resolution to Amend the 2019 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2019 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received and the public hearing was closed.

Following review and discussion, Director Baldwin moved to adopt the Resolution to Amend 2019 Budget, Director Owen seconded the motion and, upon vote, unanimously carried, the Board adopted a Resolution to Amend the 2019 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

2019 Audit: Ms. Wheeler reviewed the 2019 draft Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board approved the 2019 Audited Financial Statements and authorized execution of the Representations Letter.

Claims: Ms. Wheeler reviewed with the Board the payment of claims for the period ending August 25, 2020, in the amount of \$69,495.60.

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 for the period ending August 25, 2020, in the amount of \$69,495.60.

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Unaudited Financial Statements and Schedule of Cash Position: Ms. Wheeler presented the Board with the unaudited financial statements and schedule of cash position for the period ending June 30, 2020.

Following review and discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board accepted the unaudited financial statements and schedule of cash position for the period ending June 30, 2020.

LEGAL MATTERS

Task Order No. 3 to Master Service Agreement (“MSA”) with Independent Engineering Services, Inc. (“IDES”) for District Engineering Services Regarding Cost Certification and Infrastructure Acquisition for Tracts A-F: Attorney Cortese presented Task Order No. 3 to the MSA with IDES for District Engineering Services Regarding Cost Certification and Infrastructure Acquisition for Tracts A-F.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Board approved Task Order No. 3 to the MSA with IDES for District Engineering Services Regarding Cost Certification and Infrastructure Acquisition for Tracts A-F.

OPERATION AND MAINTENANCE MATTERS

Grass Seeding Around Condo Buildings: Director Baldwin presented to the Board the details of the Grass Seeding around condo buildings.

Following discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board approved the Grass Seeding around condo buildings not to exceed \$500.00.

Proposal for Work Order No. 61957 from Keesen Landscape Management, Inc. for Removal and Replacement of Trees and Shrubs: The Board discussed a proposal for Work Order No. 61957 from Keesen Landscape Management, Inc. for removal and replacement of trees and shrubs.

Following discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board approved Work Order No. 61957 from Keesen Landscape Management, Inc. for removal and replacement of trees and shrubs in the amount of \$9,636.53.

Proposal for Work Order No. 55118 from Keesen Landscape Management, Inc. for Installation of Shrubs: The Board discussed a proposal for Work Order No. 55118 from Keesen Landscape Management, Inc. for installation of shrubs.

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Following discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board approved Work Order No. 55118 from Keesen Landscape Management, Inc. for installation of shrubs in the amount of \$465.56.

Proposal for Work Order No. 58583 from Keesen Landscape Management, Inc. for Building 15526 Drainage: The Board deferred discussion at this time.

Revised Xeriscape Map from Keesen Landscape Management, Inc. for 15540 Unit D West Side: The Board deferred discussion at this time.

OTHER BUSINESS

There was no other business for discussion at this time.

ADJOURNMENT

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

Respectfully submitted,

DocuSigned by:
By Hunter Owen
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Secretary for the Meeting