

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
WESTOWN METROPOLITAN DISTRICT (THE “DISTRICT”)  
HELD  
DECEMBER 7, 2022

A Special Meeting of the Board of Directors of the Westown Metropolitan District (referred to hereafter as the “Board”) was convened on Wednesday, December 7, 2022, at 6:00 p.m. This District Board Meeting was held via Zoom videoconference. The meeting was open to the public via Zoom.

### **ATTENDANCE**

#### **Directors In Attendance Were:**

Cindy Baldwin, President  
Barbara Greene, Treasurer

#### **Also, In Attendance Were:**

Suzanne Meintzer, Esq. and Lisa A. Jacoby; McGeady Becher P.C.  
Jerry Jacobs and Corey Pilato; Timberline District Consulting, LLC (“Timberline”)  
Diane Wheeler; Simmons & Wheeler, P.C.  
Edd; Member of the Public (for a portion of the meeting)

### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST AND QUORUM**

Ms. Jacoby noted a quorum was present. The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Ms. Jacoby requested members of the Board disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. No potential conflicts of interest were disclosed and it was noted that all Directors are residents of the District.

### **ADMINISTRATIVE MATTERS**

**Agenda:** The Board reviewed the Agenda for the meeting. Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved the Agenda, as amended.

**Meeting Location:** The Board entered into discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting.

Following discussion, and upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board determined to conduct this meeting via Zoom videoconference and encouraged public participation via Zoom. The Board noted that notice of this meeting and Zoom meeting information was duly posted and the Board had not received any

objections to the Zoom meeting or any requests that the meeting be changed by taxpaying electors within the District’s boundaries.

**Public Comment:** None.

**August 17, 2022 Regular Meeting Minutes:** The Board reviewed the Minutes of the August 17, 2022 Regular Meeting. Following review, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved the Minutes as presented.

**Resolution No. 2022-12-01; Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices:** The Board discussed the business to be conducted in 2023 and location for conduct of the meeting (virtual and/or physical).

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board adopted Resolution No. 2022-12-01; Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices. The Board determined to hold 2023 meetings on February 15, May 17, August 16 and November 15, 2023 at 6:00 p.m., virtually, by electronic means.

**2023 District Insurance Renewal and Special District Association Membership:** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved renewing the District’s insurance and Special District Association membership for 2023.

**Section 32-1-809, C.R.S. Requirements (“Transparency Notice”):** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board directed staff to post the Transparency Notice on the Special District Association website and the District’s website: <https://westownmd.colorado.gov/>.

**CONVERSION OF  
SERIES 2020 NOTE  
TO TAX-EXEMPT  
STATUS**

**Reissuance or Conversion of Westown Metropolitan District Promissory Note, Series 2020, in the aggregate principal amount of \$6,700,000 (the “Convertible Note” or the “Refunded Note”), evidencing a loan between the District and BBVA Mortgage Corporation, as lender (the “Lender”), to a note bearing Tax-Exempt Interest (as reissued, the “Note”) in the aggregate principal amount of \$6,619,000:** Attorney Meintzer and Ms. Wheeler summarized conversion of the Series 2020 Loan to tax-exempt status.

**Note and Federal Tax Exemption Certificate:** The Board acknowledged the Note and the Federal Tax Exemption Certificate related to the Note.

**Final Yield Reduction Payment:** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote

unanimously carried, the Board approved the Final Yield Reduction Payment and authorized necessary actions in connection therewith.

**COMMUNITY  
MANAGEMENT /  
COVENANT  
ENFORCEMENT  
MATTERS**

**Committee Matters:**

**Appointment of Jerry Lanier to the Social Committee and Landscape Committee:** The Board acknowledged appointment of Jerry Lanier to the Social and Landscape Committees.

**Committee Rules for the Social Committee (including Pool):** The Board authorized Ms. Pilato to draft Rules for the Social Committee for consideration at the next Board Meeting.

**Committee Rules for the Landscape Committee:** The Board authorized Ms. Pilato to draft Rules for the Landscape Committee for consideration at the next Board Meeting.

**Snow Removal Matters:**

**Performance of Keesen Landscape Management, Inc.’s (“Keesen”) Services:** The Board discussed the unsatisfactory performance of Keesen under the Service Agreement for Snow Removal Services (the “Keesen Snow Removal Contract”) and determined to seek other providers. It was further noted that Timberline’ staff would continue to perform a more thorough oversight of Keesen’s work.

**Timing for Request for Proposals (“RFP”) Process for Snow Removal Services for 2023/2024 Season:** The Board determined to engage in the RFP process in February, 2023. Ms. Pilato stated that she has already prepared a drafted of the RFP for the snow removal bidding process.

**Cost Sharing and Reimbursement Agreement (“the Agreement”) between the District and the Westown Condominium Association, Inc. (“the HOA”):** Discussion ensued regarding the request by the HOA President for additional snow removal services. Following discussion, the Board directed Timberline staff to assess whether the 5% contribution from the HOA under the Agreement, was a sufficient amount for the services being provided; or if the Agreement should be renegotiated, or possibly terminated.

**Landscape Maintenance Matters:**

**Performance of Keesen Landscape Management, Inc.’s (“Keesen”) Services:** The Board discussed the unsatisfactory performance of Keesen under the Service Agreement for Landscape Maintenance Services (the “Keesen Landscape Maintenance Contract”) and determined to seek other providers.

**Timing for Request for Proposals (“RFP”) Process for Landscape Maintenance Services for 2023/2024 Season:** The Board determined to engage in the RFP process in February, 2023. Ms. Pilato stated that she has already prepared a draft of the RFP for the landscape maintenance bidding process.

**Change Order No. 3 to Keesen Landscape Maintenance Contract for 2023 Dog Station Services:** Following discussion, the Board determined not to approve this Change Order. Ms. Pilato was directed to collect alternate provider proposals for presentation at the February, 2023 Board Meeting.

**Change Order No. 4 to Keesen Landscape Maintenance Contract for Winter Watering:** Following discussion, the Board determined not to approve this Change Order. Ms. Pilato was directed to collect alternate provider proposals for presentation at the February, 2023 Board Meeting.

**Republic Services, Inc. Trash and Recycling Services:** Ms. Jacoby discussed the proposal from Republic Services for trash and recycling services. Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved the proposal and related Service Agreement. Discussion ensued regarding the potential need for a fee increase for the community.

**Additional District Services for 2023:** It was determined that there were no additional 2023 services required at this time.

**Service Agreement for Installation of Access Control and Camera System / Video Hosting and Access Hosting Services between the District and ProSec Integration, LLC:** Upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved the Service Agreement with ProSec Integration, LLC.

**FrontSteps Services:** Discussion ensued regarding the FrontSteps application/program. Following discussion the Board directed Timberline staff to duplicate the District documents that existed on the District’s website, on the FrontSteps application/program.

**FINANCIAL MATTERS**

**Claims:** Ms. Wheeler reviewed with the Board the payment of claims for the period ending November 10, 2022, totaling \$191,001.95.

Following discussion, upon motion duly made by Director Greene, seconded by Director Baldwin, and upon vote unanimously carried, the Board ratified and or approved, as appropriate, the payment of claims for the period ending November 10, 2022, totaling \$191,001.95.

**Unaudited Financial Statement:** Ms. Wheeler reviewed with the Board the unaudited financial statements for the period ending September 30, 2022.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2022.

**2022 Budget Amendment Hearing:** The Board opened the public hearing to consider amending the 2022 Budget.

It was noted that a Notice stating that the Board would consider amending the 2022 Budget, together with the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing. No public comments were received, and the public hearing was closed.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board adopted Resolution No. 2022-12-02; Resolution Amending the 2022 Budget.

**2023 Budget Hearing:** The Board opened the public hearing to consider the proposed 2023 Budget and discuss related issues. It was noted that Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was published in a newspaper having general circulation within the District in accordance with statutory requirements. No written objections were received prior to the public hearing. No public comments were received, and the public hearing was closed.

The Board reviewed the estimated 2022 expenditures and the proposed 2023 expenditures.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved the 2023 Budget with revisions as discussed, and considered adoption of Resolution No. 2022-12-03 to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution No. 2022-12-04 to Set Mill Levies (44.428 mills for the General Fund and 45.000 mills for the Debt Service Fund, for a total mill levy of 89.428 mills). Following discussion, upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. District Counsel was directed to transmit the Certification of Tax Levies to the Board of County Commissioners not later than December 15, 2022. District Counsel was directed to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2023.

**DLG-70 Mill Levy Certification Form:** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties.

**Resolution Authorizing Adjustment of District Mill Levy:** Following discussion, it was determined that the Resolution Authorizing Adjustment of District Mill Levy in Accordance with Service Plan was not necessary.

**2024 Budget Preparation:** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget.

**2022 Audit:** Ms. Wheeler discussed the inability of Crady, Puca & Associates to perform the 2022 Audit. Following discussion, the Board directed Ms. Wheeler to obtain proposals from other auditors for consideration at the February, 2023 Board Meeting.

## **LEGAL MATTERS**

**May 2, 2023 Regular Director Election:** Attorney Meintzer discussed the May 2023 Election Resolution and related deadlines. Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board adopted Resolution No. 2022-12-05 Calling the May 2, 2023 Directors' Election which appointed Lisa Jacoby as the Designated Election Official and authorized her to perform all tasks required for the May 2, 2023 Regular Election of the Board of Directors for the conduct of a mail ballot election.

**Amanda Summers v. Westown Metropolitan District, Case No. 2020cv31387 (the "Summers Lawsuit"):** Attorney Meintzer provided a summary of the status of the Summers Lawsuit noting that discovery is ongoing.

Executive Session Pursuant to Sections 24-6-402(4)(b), C.R.S. to receive legal advice related to the Summers Lawsuit: It was determined that an executive session was not necessary.

**Executive Session pursuant to Sections 24-6-402(4)(b) and (e), C.R.S. to receive legal advice regarding negotiations related to the Cost Sharing and Reimbursement Agreement between the District and the HOA:** No Executive Session was necessary relative to the Cost Sharing Agreement with the HOA.

**Referral of Delinquent Accounts:** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved the referral of delinquent accounts over \$120.00 to Covenant Enforcement Counsel for collections.

**OTHER BUSINESS** None.

**ADJOURNMENT** There being no further business to come before the Board at this time, upon vote unanimously carried, the Board adjourned at 7:30 p.m.

Respectfully submitted,

By                     *Lisa Jacoby*                      
Secretary for the Meeting