

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE WESTOWN METROPOLITAN DISTRICT (THE “DISTRICT”) HELD FEBRUARY 24, 2021

A special meeting of the Board of Directors of the Westown Metropolitan District (referred to hereafter as the “Board”) was convened on Wednesday, February 24, 2021, 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 via teleconference on Zoom. The meeting was open to the public.

Directors in Attendance Were:

Cindy Baldwin
Samantha Pearson
Hunter Owen
Ashley Copenhaver
Rajeswary Iruthayanathan

Also, In Attendance Were:

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

Elisabeth A. Cortese, Esq. and Suzanne Meintzer, Esq.; McGeady Becher P.C.

Diane Wheeler; Simmons & Wheeler, P.C.

Bryan Gogarty- Hall & Evans LLC (for a portion of the meeting)

Gary Esposito, Frances, Hilary A., Pam Beningo, Tom Grubb and M. Hen; Residents

**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. Director Copenhaver disclosed that she is a member of the Board of the Westown Community Association. No other potential conflicts of interest were disclosed.

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ADMINISTRATIVE MATTERS

Agenda: Ms. Ripko distributed the Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Pearson 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 Pearson 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 and encouraged public participation via zoom. The Board further noted that notice 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.

Designation of 24-hour Posting Location: Upon motion duly made by Director Baldwin, seconded by Director Pearson and, upon vote, unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting on the Eastside light pole of 64th Avenue and Loveland Street.

Minutes: The Board reviewed the Minutes of the November 10, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Pearson, seconded by Director Iruthayanathan and, upon vote, unanimously carried, the Board approved the Minutes of the November 10, 2020 Special Meeting.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

Claims: Ms. Wheeler discussed with the Board the payment of claims for the period ending February 17, 2021 in the amount of \$108,291.74.

Following 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 February 17, 2021 in the amount of \$108,291.74.

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Unaudited Financial Statements and Schedule of Cash Position: Ms. Wheeler presented to the Board the Unaudited Financial Statements for the period ending December 31, 2020.

Following discussion, upon motion duly made by Director Owen, seconded by Director Baldwin and, upon vote, unanimously carried, the Board accepted the Unaudited Financial Statements for the period ending December 31, 2020.

OPERATION AND MAINTENANCE MATTERS

Preparation of Operations and Maintenance Map: The Board discussed the preparation of an Operations and Maintenance Map.

Following discussion, upon motion duly made by Director Iruthayanathan, seconded by Director Baldwin and, upon vote, unanimously carried, the Board authorized the preparation of an Operations and Maintenance Map, for an amount not to exceed \$1,000.

Light Repair: Mr. Graham gave an update to the Board on the status of light repair. The Board directed Attorney Cortese to work with Century Communities (“Century”), the owner of the property on which the lights are located, to complete the repair as part of the tract acquisition process.

Proposals for Pool Maintenance: The Board discussed obtaining proposals for pool maintenance.

Following discussion, upon motion duly made by Director Owen, seconded by Director Pearson and, upon vote, unanimously carried, the Board appointed Director Baldwin and Director Copenhaver to the Pool Committee. The Pool Committee was directed to establish a Pool Committee and work with Ms. Ripko on the recommendation regarding pool opening and present same at the May Board meeting.

Proposal for Work Order No. 58583 from Keesen Landscape Management, Inc. for Building 15526 Drainage: The Board reviewed the Proposal for Work Order No. 58583 from Keesen Landscape Management, Inc. for Building 15526 Drainage.

Attorney Cortese noted that this property is owned by Century. The Board directed Attorney Cortese work with Century to complete this repair, as part of the tract acquisition process. No action was taken.

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COVENANT ENFORCEMENT

Director Iruthayanthan expressed concern regarding the use of charcoal/briquet BBQ's, and asked Ms. Ripko to include a reminder in the next community email blast that only gas BBQ's are allowed.

LEGAL MATTERS

Amended and Restated Resolution Regarding Continuing Disclosure Policies and Procedures: Attorney Cortese discussed with the Board Resolution No. 2021-02-01; Amended and Restated Resolution Regarding Continuing Disclosure Policies and Procedures.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Iruthayanathan and, upon vote, unanimously carried, the Board ADOPTED Resolution No. 2021-02-01; Amended and Restated Resolution Regarding Continuing Disclosure Policies and Procedures.

Amended and Restated Disclosure to Purchasers: Attorney Cortese discussed with the Board the Amended and Restated Disclosure to Purchasers.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Owen and, upon vote, unanimously carried, the Board approved the Amended and Restated Disclosure to Purchasers.

First Amendment to Master Service Agreement for District Engineering Services between the District and Independent District Engineering Services, LLC ("IDES") regarding 2021 Rate Schedule: Attorney Cortese reviewed with the Board the First Amendment to Master Service Agreement for District Engineering Services between the District and IDES regarding 2021 Rate Schedule.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Pearson and, upon vote, unanimously carried, the Board approved the First Amendment to Master Service Agreement for District Engineering Services between the District and IDES regarding 2021 Rate Schedule.

Cost Certification and Infrastructure Acquisition report by IDES, and related Assignment of Revocable License Agreement between the District and Park 5th Avenue Development Co., LLC (collectively, the "Acquisition Items"): Attorney Cortese discussed with the Board the Acquisition Items. No action was taken.

Executive Session: The Board determined that an executive session was not necessary.

Lawsuit captioned as: Amanda Summers v. Westown Metropolitan District, Case No. 2020cv31387, District Court, Jefferson County, Colorado (the "Summers Lawsuit"): Attorney Cortese outlined the pleadings filed in the

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Summers Lawsuit and introduced litigation counsel Bryan Gogarty from Hall & Evans.

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 7:00 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 Summers Lawsuit. 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 7:27 p.m. No action was taken.

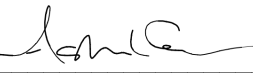
OTHER BUSINESS

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,

By 

Secretary for the Meeting

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 the Westown Metropolitan District (the “District”), I attended the executive session meeting of the District convened on February 24, 2021, for the purpose of receiving legal advice on specific legal questions regarding Case No. 2020cv31387, Amanda Summers v. Westown Metropolitan District, District Court, Jefferson County, Colorado, 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)(d.5)(II)(B), C.R.S.

Elisabeth A. Cortese

Elisabeth A. Cortese, Attorney for the District

Date: February 24, 2021

RESOLUTION NO. 2021-02-01

**AMENDED AND RESTATED RESOLUTION OF THE BOARD OF DIRECTORS OF
WESTOWN METROPOLITAN DISTRICT REGARDING CONTINUING
DISCLOSURE POLICIES AND PROCEDURES**

A. The Westown Metropolitan District, City of Arvada, Jefferson County, Colorado (the “**District**”) has entered into the continuing disclosure undertaking(s) set forth in **Exhibit A** attached hereto (referred to collectively herein, whether one or more than one, the “**Continuing Disclosure Undertaking**”).

B. The Board of Directors of the District (the “**Board**”) desires to adopt policies and procedures in an effort to ensure compliance by the District with its obligations set forth in the Continuing Disclosure Undertaking (the “**Continuing Disclosure Policy**”).

C. The Board intends that this Continuing Disclosure Policy amend and restate Resolution No. 2018-04-03 Regarding Continuing Disclosure Policies and Procedures, as adopted by the Board on April 25, 2018 (the “**Previous Disclosure Policy**”).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WESTOWN METROPOLITAN DISTRICT, JEFFERSON COUNTY, COLORADO:

1. The Continuing Disclosure Policy, as hereby approved, adopted and made a part of the public records of the District, shall be to impose the procedures set forth in **Exhibit B** attached hereto (the “**Compliance Procedures**”).

2. The Board hereby delegates the tasks and responsibilities set forth in the Compliance Procedures to the responsible parties as set forth therein.

3. The Continuing Disclosure Policy is intended to amend and restate the Previous Disclosure Policy and is intended to supplement any procedures evidenced in writing by any Official Statement or continuing disclosure undertaking hereafter issued, entered into or executed and delivered by the District or on its behalf.

4. The Board may revise the Continuing Disclosure Policy from time to time as the Board deems necessary or desirable to comply with federal and state securities laws or otherwise as the Board may determine in its sole discretion.


5. Prior to the engagement of the responsible parties listed in the Compliance Procedure, and other consultants as may be applicable with respect to the Continuing Disclosure Undertaking, such responsible parties and consultants shall be required to review and comply with the Continuing Disclosure Policy, including, without limitation, the responsibilities set forth in the Compliance Procedures.

6. Within thirty (30) days, or earlier if necessary, of entering into any new continuing disclosure undertaking and/or with respect to any changes or modifications to the Continuing Disclosure Undertaking, the responsible parties and consultants shall meet with bond

counsel and disclosure counsel to review the continuing disclosure compliance requirements and develop a process for compliance with respect to such new and/or changed continuing disclosure undertaking.

RESOLUTION APPROVED AND ADOPTED on February 24, 2021.

WESTOWN METROPOLITAN DISTRICT

By: 
President

Attest:

By: 
Secretary

EXHIBIT A

Continuing Disclosure Undertaking

Section 5.08 of the Loan Agreement by and between Westtown Metropolitan District (“**District**”) and BBVA Mortgage Corporation (“**Lender**”) pertaining to a Loan in the aggregate principal amount of \$6,700,000, dated November 19, 2020.

Section 5.08. Reporting Requirements.

The District will provide the Lender with the following information, and it shall not be necessary for the Lender to request the same.

(a) The District shall notify the Lender promptly of all litigation or administrative proceedings, threatened or pending, against the District which if adversely determined would, in District’s reasonable opinion, have a material effect on the Collateral, on the District’s financial condition, or its ability to perform its obligations under the Financing Documents.

(b) The District shall notify the Lender promptly of any Determination of Taxability or of any investigation or other proceeding which may, in the reasonable judgment of the District, result in any Determination of Taxability.

(c) The District shall provide the following to the Lender at the times and in the manner provided below:

(i) as soon as available, but not later than October 1 of each Fiscal Year, commencing October 1, 2021, the District shall furnish to the Lender audited financial statements of the District for the prior Fiscal Year prepared by a Certified Public Accountant;

(ii) as soon as available, but in no event later than February 1 of each Fiscal Year, the District shall furnish to the Lender the District’s annual budget for such Fiscal Year which budget shall include a certificate of an authorized officer of the District setting forth the Required Mill Levy certified in December of the immediately preceding year for payment of the Loan in the then current fiscal year, and, as soon as available, shall furnish a copy of any subsequent amendments made thereto;

(iii) by October 1 of each year, unless extended or modified by the County or State, commencing October 1, 2021, a certification of valuation containing the preliminary certified actual value and assessed valuation of the District for such calendar year;

(iv) by February 1 of each year commencing February 1, 2021, a certification of valuation containing the final certified actual value and assessed valuation of the District for the immediately preceding calendar year;

(v) promptly upon request of the Lender, the District shall furnish to the Lender such other reports or information regarding the Pledged Revenue, the Collateral,

development updates, or the assets, financial condition, business, or operations of the District, as the Lender may reasonably request;

(d) The District shall promptly notify the Lender of any Default or Event of Default of which the District has knowledge, setting forth the details of such Default or Event of Default and any action which the District proposes to take with respect thereto.

(e) The District shall notify the Lender as soon as possible after the District acquires knowledge of the occurrence of any event which, in the reasonable judgment of the District, is likely to have a material adverse effect on the Collateral, the financial condition of the District, or affect the ability of the District to perform its obligations under the Financing Documents.

(f) The District shall notify the Lender as soon as possible after the District acquires knowledge of any audit or examination of the Note on and after the Tax-Exempt Reissuance Date by the Internal Revenue Service or any allegation made by the Internal Revenue Service that the interest payable on the Note on and after the Tax-Exempt Reissuance Date is includable in the gross income for federal income tax purposes of the Lender or any Participant or the effective tax benefit of such interest to the Lender is reduced by virtue of the occurrence of any event, including any change in the Constitution or laws of the United States of America or the State of Colorado, which results in interest payable on the Note on and after the Tax-Exempt Reissuance Date becoming includable in the gross income of the Lender or any Participant pursuant to Section 103(b) of the Internal Revenue Code.

(g) The District shall provide as soon as available prior written notice of any proposed cancellation, termination, amendment, supplement, modification, or waiver of any of the provisions of the Financing Documents and the nature thereof, and copies of all actual amendments, supplements, modifications, or waivers thereof.

EXHIBIT B

Compliance Procedure

Loan Agreement by and between Westtown Metropolitan District (“**District**”) and BBVA Mortgage Corporation (“**Lender**”) pertaining to a Loan in the aggregate principal amount of \$6,700,000, as evidenced by a Promissory Note in the amount \$6,700,000

Subject to SEC Rule 15c2-12: **NO**

FINANCIAL DISCLOSURES	
Document to Bank (Due Date)	Required Documentation Prepared/Submitted By:
Audited Financial Statements <i>Due October 1</i>	Then-current accountant (“ Accountant ”) will submit to <i>Lender</i> the audited financial statements of the District for the prior Fiscal Year by October 1 of each year.
Annual Budget/Mill Levy Certificate <i>Due February 1</i>	<i>Accountant</i> will submit to <i>Lender</i> the annual budget, which budget shall include a certificate of an authorized officer of the District setting forth the Required Mill Levy certified in December of the immediately preceding year for payment of the Loan in the then current fiscal year by February 1 of each Fiscal year, and any amendments thereto as soon as available.
Preliminary Certified “Actual Value” and Assessed Valuation <i>Due October 1</i>	<i>Accountant</i> will submit to <i>Lender</i> , unless extended or modified by the County or the State, a certification of valuation containing the preliminary certified actual value and assessed valuation of the District no later than October 1.
Final Certified Assessed Valuation <i>Due February 1</i>	<i>Accountant</i> will submit to <i>Lender</i> a certification of valuation containing the final certified actual valuation and assessed valuation of the District no later than February 1.

Procedure:

1. Accountant will prepare and submit the respective documents to the Lender by the applicable submittal date.
2. Accountant will copy then-current general counsel (“**General Counsel**”) and then-current District manager (“**District Manager**”) on all submittals the Lender.

NOTICE OF EVENT OF DEFAULT		
Reporting / Submittal Deadlines	Responsible Party to Report Event of Default	Party Responsible to Notify Bank and Custodian of Event of Default
The District will immediately notify the Lender in writing when the District obtains knowledge of the occurrence of any Default or Event of Default.	Accountant, General Counsel, District Manager, or anyone who has actual knowledge of a Default or Event of Default.	Accountant

TITLE	Continuing Disclosure Resolution
FILE NAME	A-R Resolution Re...841045x9C7A0).pdf
DOCUMENT ID	68ff3d10683328951516c87d566a1a6224c613b5
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	● Completed

Document History



SENT

03 / 03 / 2021
 22:22:49 UTC

Sent for signature to Cindy Baldwin (cynbal@msn.com) and Ashley Copenhaver (westown.ashley@gmail.com) from pripko@sdmsi.com
 IP: 50.78.200.153



VIEWED

03 / 04 / 2021
 00:30:07 UTC

Viewed by Cindy Baldwin (cynbal@msn.com)
 IP: 97.118.242.201



SIGNED

03 / 04 / 2021
 00:30:28 UTC

Signed by Cindy Baldwin (cynbal@msn.com)
 IP: 97.118.242.201



VIEWED

03 / 04 / 2021
 02:38:09 UTC

Viewed by Ashley Copenhaver (westown.ashley@gmail.com)
 IP: 71.218.242.169



SIGNED

03 / 04 / 2021
 02:38:27 UTC

Signed by Ashley Copenhaver (westown.ashley@gmail.com)
 IP: 71.218.242.169



COMPLETED

03 / 04 / 2021
 02:38:27 UTC

The document has been completed.