

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
WESTOWN METROPOLITAN DISTRICT (THE “DISTRICT”)  
HELD  
FEBRUARY 15, 2023

A Regular Meeting of the Board of Directors of the Westown Metropolitan District (referred to hereafter as the “Board”) was convened on Wednesday, February 15, 2023, at 6:00 p.m. This District Board Meeting was held via Zoom video teleconference. 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.  
Steve Metz, Jerry Jacobs and Corey Pilato; Timberline District Consulting, LLC (“Timberline”)  
Diane Wheeler; Simmons & Wheeler, P.C.  
Christine Weyer, Jake Orr, Jason Doucette, Michelle Albert, Pam Benigno;  
Members of the Public

### **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. 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.

**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 video teleconference 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.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, 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 on the District's website at least 24 hours prior to each meeting at <http://Westownmd.Colorado.gov/>

**Public Comment:** There was no comment from the public in attendance.

**December 7, 2022 Special Meeting Minutes:** The Board reviewed the Minutes of the December 7, 2022 Special Meeting. Following review, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved the Minutes.

**Call for Nomination Process for May 2, 2023 Directors Election:** Ms. Jacoby summarized the Call for Nomination and Self-Nomination and Acceptance process. She noted that Director Baldwin has submitted a Self-Nomination and Acceptance form.

**Board Member Solicitation and Candidate Questionnaire:** The Board reviewed the Board Member Solicitation and Candidate Questionnaire prepared for consideration of a Board member appointment process, following the May 2, 2023 Directors Election. Following discussion, the Board authorized distribution of the Solicitation and Questionnaire following the May 2, 2023 Election.

**COMMUNITY  
MANAGEMENT /  
COVENANT  
ENFORCEMENT  
MATTERS**

**Committee Matters:**

**Committee Rules and Regulations related to Landscaping, Social and Finance Committees:** It was noted that the draft Committee Rules and Regulations were distributed to the Board under separate cover. Ms. Pilato noted that additional subject matters will be added, but requested initial review and input from the Board.

**Snow Removal and Landscape Matters:**

**Bid Tabulation for Snow Removal and Landscape Maintenance Services for 2023/2024 Season (inclusive of Dog Station and Winter Watering Services):** It was noted that the Bid Tabulation package was distributed to the Board for review under separate cover. Ms. Pilato reviewed with the Board the Bid Tabulation.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board

authorized Director Baldwin to work with Timberline staff to determine the most qualified responsible contractor(s), to award and execute respective Agreements for Snow Removal and for Landscape Maintenance for the 2023/2024 season.

**Cost Sharing and Reimbursement Agreement between the District and the Westown Condominium Association, Inc. (the “HOA”) (the “Agreement”):** Discussion ensued regarding quantification and recommendations related to 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.

Mr. Jacobs noted that he believed a contribution of potentially 20% more was indicated. Mr. Jacobs was directed to provide the analysis and draft a letter of notification to the HOA regarding the need for increase (if necessary) and provide to general counsel for review, prior to release to the HOA.

**Republic Services, Inc. Trash and Recycling Services:** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board ratified approval of the Service Agreement with Republic Services, Inc. for trash and recycling services for 2023-2025.

**Increase in Fee for Centralized Provision of Trash and Recycling Services:** Following discussion, it was determined that the increase in cost to the District for Trash from \$9.94 to \$10.45 and the increase in Recycling from \$2.04 to \$2.70 did not necessitate an increase in Fee to the community.

**Potable Water Service Fee:** Discussion ensued regarding the potential shortfall Fee revenue generated via the Potable Water Service Fee.

Upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board authorized Timberline to prepare a letter of explanation along with a 30-day Notice of increase in Fee to the community and authorized Director Greene to review prior to release.

**Signage Related to Icy Conditions:** Discussion ensued regarding the locations for installation, the cost and composition of signage related to icy conditions. Following discussion, the Board authorized any Board Member to work with Timberline on the details related to posting of signage on District property.

**Covenant Violation Report:** Ms. Pilato reported on the overall success with collection of delinquent accounts by Timberline.

**Delinquent Accounts Referred to Covenant Enforcement Counsel:** Ms.

Pilato reported on the status of the referral of delinquent accounts to Covenant Enforcement Counsel, noting that delinquent accounts amounting to only \$2,795 have been referred to Covenant Enforcement Counsel.

## **FINANCIAL MATTERS**

**Claims:** Ms. Wheeler reviewed with the Board the payment of claims for the period ending February 14, 2023, totaling \$157,758.52.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board ratified and or approved, as appropriate, the payment of claims for the period ending February 14, 2023, totaling \$157,758.52, subject to amendment as discussed related to negotiation of Keesen invoices.

**Unaudited Financial Statement:** Ms. Wheeler reviewed with the Board the unaudited financial statements for the period ending December 31, 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 December 31, 2022.

**2022 Audit Preparation:** Ms. Wheeler discussed the 2022 Audit proposals received from Hiratsuka & Associates L.L.P. in the amount of \$7,500 and from Colorado CPA Company PC in the amount of \$6,500.

Following discussion, upon motion duly made by Director Baldwin, seconded by Director Greene, and upon vote unanimously carried, the Board approved engagement of Colorado CPA Company PC to perform the 2022 Audit for an amount of \$6,500, plus expenses.

## **LEGAL MATTERS**

**Amanda Summers v. Westown Metropolitan District, Case No. 2020cv31387 (the “Summers Lawsuit”):** Attorney Meintzer reported that this lawsuit has been resolved and the parties are working on final dismissal papers.

Executive Session Pursuant to Sections 24-6-402(4)(b), C.R.S. to receive legal advice related to the Summers Lawsuit: No Executive Session was 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.

## **OTHER BUSINESS**

Director Baldwin addressed Timberline staff regarding an accident that occurred on October 17, 2022, damaging the community monument sign and tree on 64<sup>th</sup> Avenue. Ms. Pilato and Mr. Jacobs addressed Director Baldwin’s concerns. The Board directed Timberline staff to pursue a claim with the driver’s insurance and

to work with the District's insurance if necessary.

**ADJOURNMENT**

There being no further business to come before the Board at this time, upon vote unanimously carried, the Board adjourned.

Respectfully submitted,

By           *Lisa Jacoby*            
Secretary for the Meeting