

MINUTES OF THE JOINT ORGANIZATIONAL
MEETING OF THE BOARDS OF DIRECTORS OF

WESTERLY METROPOLITAN DISTRICT NOS. 1-4

Held: Thursday, July 2, 2020 at 12:00 p.m.

Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Health and Environment (CDPHE) on April 26, 2020, the meeting was held via teleconference.

Attendance

The joint organizational meeting of the Boards of Directors of the Westerly Metropolitan District Nos. 1-4, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

Heidi Jo Majerik
Alex Woodin
Patrick Chelin
Todd Johnson
John Prestwich

Also present: Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel

Call to Order

It was noted that a quorum of the Boards was present and the meeting was called to order.

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

**Conflict of Interest
Disclosures**

Mr. White advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr.

White inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Resolution Declaring
Emergency Procedures
and Authorizing
Teleconferencing of
Regular and Special
Meetings**

Mr. White presented the Boards with the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing of Regular and Special Meetings for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Election of Officers

The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards elected Director Majerik as President, Director Woodin as Secretary/Treasurer, Director Chelin as Assistant Secretary, Director Johnson as Assistant Secretary and Director Prestwich as Assistant Secretary.

Agenda

Mr. White presented the Boards with the agenda for the meeting for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as amended.

Public Comment

None.

Administrative Matters

Discuss and Consider
Adoption of 2020 Joint
Annual Administrative
Resolution

Mr. White presented the Boards with the 2020 Joint Annual Administrative Resolution for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Consider Adoption of Joint
Public Records Request
Policy

Mr. White presented the Boards with the Joint Public Records Request Policy for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the policy.

Consider Adoption of Joint
Resolution Adopting the
Colorado Special District
Records Retention Schedule

Mr. White presented the Boards with the Joint Resolution Adopting the Colorado Special District Records Retention Schedule for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Consider Adoption of Joint

Mr. White presented the Boards with the Joint Resolution

Resolution Adopting
Personal Data Privacy
Policy

Adopting Personal Data Privacy Policy for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Consider Adoption of Joint
Resolution Regarding
Electronic Posting of
Meeting Notices

Mr. White presented the Boards with the Joint Resolution Regarding Electronic Posting of Meeting Notices for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Consider Approval of Joint
Resolution Concerning
Authorization for Approval
of Contracts and Payment of
Claims

Mr. White presented the Boards with the Joint Resolution Concerning Authorization for Approval of Contracts and Payment of Claims for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Consider Adoption of Joint
Resolution Establishing and
Electronic Signature Policy

Mr. White presented the Boards with the Joint Resolution Establishing and Electronic Signature Policy for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Insurance & Liability

Discuss Director Liability
Issues and Memorandum

Mr. White presented the memorandum re director liability to the Boards and discussed with the Boards their duties and responsibilities as directors. Mr. White also advised the Boards regarding potential sources of liability as directors and protections against liability available to the Districts. No action required by the Boards at this time.

Discuss Insurance
Requirements (public
official's liability, general
liability, workers'
compensation,
comprehensive crime) and
Consider Adoption of
Resolution Approving an
IGA with the Colorado
Special Districts Property
and Liability Pool and
Authorize Membership in the
Special District Association

The Boards engaged in a discussion regarding insurance requirements and coverage options. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the Resolution Approving the IGA with the Colorado Special Districts Property and Liability Pool and authorized a membership with the Special District Association.

Consider Approval of
Agency Services Agreement
with T. Charles Wilson
Insurance Services

Mr. White presented the Boards with the Agency Services Agreement with T. Charles Wilson for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

Discuss Workers' Compensation Coverage and Consider Authorizing Filing of Exclusion of Uncompensated Public Officials form for 2020 Policy Period

The Boards engaged in a discussion regarding workers' compensation coverage. Following discussion, the Boards determined not to obtain workers' compensation coverage at this time and directed legal counsel to file the appropriate documents to exclude from it.

Consider Approval of Property and Liability Insurance Limits and Deductibles

The Boards engaged in a discussion regarding property and liability coverage for 2020. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved liability coverage for 2020 and instructed legal counsel to bind.

Engagement of Consultants

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Mr. White presented the Boards with the Engagement Letters from White Bear Ankele Tanaka & Waldron for Legal Services. Mr. White stated that as he is not independent as to the engagement, and that the Boards are advised to have separate legal counsel review the engagement letter. The Boards declined to engage separate legal counsel to review the letter. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement.

Consider Proposals for Accounting Services

Mr. White presented the Boards with the proposals received for Accounting Services from Pinnacle Consulting Group and Marchetti & Weaver. Mr. White advised that a proposal from CliftonLarsonAllen is pending. Following discussion, upon a motion duly made and seconded, the Boards unanimously authorized Director Majerik to review the proposals once received from CliftonLarsonAllen and authorized her to approve an engagement letter.

Consider Approval of Engagement Letter with D.A. Davidson for Investment Banking Services

Mr. White presented the Boards with the Engagement Letter from D.A. Davidson for Investment Banking Services. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement.

Consider Approval of Engagement Letter with Sherman & Howard for Bond Counsel Services

Mr. White presented the Boards with the Engagement Letter from Sherman & Howard for Bond Counsel Services. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement.

Consider Approval of Engagement Letter with

Mr. White discussed with the Boards a proposal and engagement letter pending from MetroStudy to provide market study services in

MetroStudy for Market Study Services

connection with a proposed financing. Following discussion, upon a motion duly made and seconded, the Boards authorized Ms. Majerik to review and approve a satisfactory engagement letter.

Legal Matters

Consider Approval of Intergovernmental Agreement with the Town of Erie Regarding the Service Plan

Mr. White presented the Boards with the Intergovernmental Agreement with the Town of Erie Regarding the Service Plan for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

Discussion re Coordinating Service Among the Districts

The Boards engaged in general discussion regarding the coordination of services among the Districts. The Boards discussed District No. 1 to serve as the coordinating district and directed legal counsel to prepare a District Coordinating Service Agreement among the Districts for review and approval at a subsequent meeting.

Consider Approval of Form of Funding and Reimbursement Agreement (Operations) with Southern Land Company

Mr. White presented the Board of District No. 1 with the Form of Funding and Reimbursement Agreement (Operations) with Southern Land Company for consideration. The Boards directed legal counsel to coordinate review of the form agreement with legal counsel for Southern Land Company to and bring the agreement back for approval at a subsequent meeting.

Consider Approval of Form of Public Improvements Acquisition and Reimbursement Agreement with Southern Land Company

Mr. White presented the Board of District No. 1 with the Form of Public Improvements Acquisition and Reimbursement Agreement with Southern Land Company for consideration. The Boards directed legal counsel to coordinate review of the form agreement with legal counsel for Southern Land Company to and bring the agreement back for approval at a subsequent meeting.

Financial Matters

Conduct Public Hearing on 2020 Budgets

Director Majerik opened the public hearing on the proposed 2020 Budgets. Mr. White noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearings were closed.

Consider Approval of Resolution Adopting the 2020 Budget

Mr. White reviewed the proposed 2020 Budgets with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolutions adopting the 2020 Budgets.

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Number

Mr. White presented the Boards with the applications for Federal Employer Identification Numbers, Colorado Sales Tax Exemption numbers, and PDPA numbers for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the applications and instructed legal counsel to file appropriately.

Discuss and Consider Establishment of Bank Accounts and Authorize Signers on the Accounts

The Boards engaged in a discussion regarding the establishment of District bank accounts and authorizing signers for the same. Following discussion, upon a motion duly made and seconded, the Boards unanimously authorized opening a bank account in coordination with the District accountant and authorized Directors Majerik and Woodin as signers.

Other Financial Matters

None.

Other Business

None.

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded, and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting