

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS OF

WESTERLY METROPOLITAN DISTRICT NOS. 1-4

Held: Thursday, April 8, 2021 at 10:00 a.m.

The meeting was also held via teleconference due to the State of Emergency declared by Governor Polis and Public Health Order 20-23 Implementing Social Distancing Measures, and threat posed by the COVID-19 coronavirus.

Attendance

The special 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; Jason Carroll and Joyce Stiles, Clifton Larson Allen, District Accountant; Mike Pekas, Southern Land Company, LLC.

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 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. Directors Majerik and Woodin disclosed their affiliation with Southern Land Company, LLC as a potential conflict of interest with the Bonds since Southern Land Company and

its affiliates are likely to be reimbursed with proceeds. 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.

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 presented.

Consider Approval of Minutes from March 11, 2021 Special Meeting

Mr. White presented the Boards with the minutes from the March 11, 2021 special meeting for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes as presented.

Public Comment

No public were present in the meeting.

Legal Matters

Discuss 2021 Meeting Schedule

The Boards engaged in discussion regarding the current regular meeting time.

Consider Approval of First Amendment to 2021 Annual Administrative Resolution

Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the First Amendment to 2021 Annual Administrative Resolution amending the regular meeting time from 9:00 a.m. to 10:00 a.m.

Consider Adoption of Resolution Accepting District Eligible Costs Incurred by Erie Land Company, LLC

Mr. White presented the Resolution Regarding Acceptance of District Eligible Costs (Acceptance No. 2) Incurred by Erie Land Company, LLC to the Boards of District Nos. 1 and 4 for consideration. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 and 4 approved the Joint Resolution Regarding Acceptance of District Eligible Costs (Acceptance No. 2) Incurred by Erie Land Company, LLC and the Board of District No. 4 approved the related Project Fund Requisition No. 2 under the Westerly Metropolitan District No. 4 Indenture of Trust Dated February 19, 2021 General Obligation Limited Tax Bonds, Series 2021A. Directors Majerik and Woodin informed the Board that they have a potential conflict of interest involving the matter discussed herein, and Directors Majerik and Woodin abstained from voting on the matter.

Financial Matters

Consider Approval Claims/Financials

Mr. Carroll presented the February 28, 2021 Financial Statements to the Board of District No. and claims payable for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously accepted the financial statements and the listing of claims payable, subject to receipt of funds from the developer.

Construction Matters

Consider Approval of Construction Agreement with HEI Civil for Phase 1 Wet Utilities Construction Project

Mr. White instructed to the Board of District No. 1 regarding public bidding requirements for construction projects. Mr. White reported that an invitation to bid was published and bids were received at a public bid opening. Mr. Pekas reviewed bids for the Phase 1 Wet Utilities Construction Project with the Board. Mr. Pekas reported and only one bid was received from HEI Civil. The Board reviewed the bid and proposed construction agreement. Following discussion, upon a motion duly made and seconded, the Board approved the Construction Agreement with HEI Civil for Phase 1 Wet Utilities Construction Project.

Consider Approval of Construction Agreement with Stormwater Logistics for Phase 1 Erosion Control Construction

Mr. White instructed to the Board of District No. 1 regarding public bidding requirements for construction projects. Mr. White reported that an invitation to bid was published and bids were received at a public bid opening. Mr. Pekas reviewed bids for the Phase 1 Erosion Control Construction Project with the Board. Mr. Pekas reported and only one bid was received from Stormwater Logistics. The Board reviewed the bid and proposed construction agreement. Following discussion, upon a motion duly made and seconded, the Board approved the Construction Agreement with Stormwater Logistics for Phase 1 Erosion Control Construction Project.

Consider Approval of Construction Agreement with Martin Marietta Materials for Phase 1 Pavement Construction Project

Mr. White instructed to the Board of District No. 1 regarding public bidding requirements for construction projects. Mr. White reported that an invitation to bid was published and bids were received at a public bid opening. Mr. Pekas reviewed bids for the Phase 1 Pavement Construction Project with the Board. Mr. Pekas reported and only one bid was received from Martin Marietta Materials. The Board reviewed the bid and proposed construction agreement. Following discussion, upon a motion duly made and seconded, the Board approved the Construction Agreement with Martin Marietta Materials for Phase 1 Pavement Construction Project.

Consider Approval of Construction Agreement with Thoutt Bros. Contractors, Inc. for Phase 1 Concrete Construction Project

Mr. White instructed to the Board of District No. 1 regarding public bidding requirements for construction projects. Mr. White reported that an invitation to bid was published and bids were received at a public bid opening. Mr. Pekas reviewed bids for the Phase 1 Concrete Construction Project with the Board. Mr. Pekas reported and only one bid was received from Thoutt Bros. The Board reviewed the bid and proposed construction agreement. Following discussion, upon a motion duly made and seconded, the Board approved the Construction Agreement with Thoutt Bros. for Phase 1 Concrete Construction Project.

Other Business

None.

Adjourn

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

The foregoing minutes were approved by the Boards of Directors on the 13th day of May, 2021.