

MINUTES OF A JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS OF THE
WESTERLY METROPOLITAN DISTRICT NOS. 1-4

Held: Thursday, January 13, 2022 at 10:00 a.m.

The meeting was held via teleconference.

Attendance

The regular 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

Also present: Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; and Jason Carroll, Clifton Larson Allen, District Accountant.

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. 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.

**Consider Approval of
November 11, 2021 Meeting**

Mr. White presented minutes from the November 11, 2021 Meeting of the Boards of Directors. Upon a motion duly made and seconded, the

Minutes

Boards unanimously approve the minutes.

Public Comment

No public were present in the meeting.

Legal Matters

Consider Approval of Resolution re Acceptance of District Eligible Costs incurred by Erie Land Company, LLC

Mr. White presented the Resolution Regarding Acceptance of District Eligible Costs (Acceptance No. 10 & 11) 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. 10 & 11) Incurred by Erie Land Company, LLC and the Board of District No. 4 approved the related Project Fund Requisition under the Westerly Metropolitan District No. 4 Indenture of Trust Dated February 19, 2021 General Obligation Limited Tax Bonds, Series 2021A. Director Majerik abstained.

Consider Ratification of Independent Contractor Agreement with Atwell, LLC for Engineering Peer Review Services

Mr. White presented the Board of District No. 1 with the Independent Contractor Agreement with Atwell, LLC for engineering peer review services. The Board discussed the benefits of engaging a third party to review engineering plans to be a second level of review on plans. Following discussion, upon a motion duly made and seconded, the Board approved the agreement with Atwell, LLC.

Consider Approval of Independent Contractor Agreement with PCS Group, Inc. for Design Services

Mr. White presented the Board of District No. 1 with the Independent Contractor Agreement with PCS Group, Inc. for design services. The Board reviewed the initial scope of work for 2022 planning, and acknowledged that additional work may be added to the agreement by approval of separate work order. Following discussion, upon a motion duly made and seconded, the Board approved the agreement with PCS Group, Inc. Director

Consider Approval of Independent Contractor Agreement with Matrix Design for Amenity Center Site Plan and Civil Support Services

Mr. White presented the Board of District No. 1 with the Independent Contractor Agreement with Matrix Design for Amenity Center Site Plan and Civil Support Services. Following discussion, upon a motion duly made and seconded, the Board approved the agreement with Matrix Design, subject to final comments to the form of agreement from Matrix Design. Director Chelin abstained.

Construction Matters

Construction Status Update

Director Majerik updated that Boards that due to weather, construction is approximately two weeks behind schedule.

Review and Consider Acceptance of Cost Verification Report

The Boards reviewed Cost Verification Report Nos. 10 and 11 prepared by Ranger Engineering. Following review, upon a motion duly made and seconded the Boards accepted the Cost Verification Report Nos. 10 and 11.

Financial Matters

Consider Approval
Claims/Financials

Director Majerik requested monthly financial review meetings with Mr. Carroll.

Discuss 2021 Audit

Mr. Carroll indicated that District Nos. 1 and 4 will require audits.

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 10th day of February, 2022.