

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS
OF DIRECTORS

OF THE

WESTFIELD METROPOLITAN DISTRICT NOS. 1 & 2

Held: August 26, 2021, at 2:00 P.M.

ATTENDANCE

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Andrew R. Klein
Lawrence Jacobson
Jake Schroeder

Also present were: Jennifer Gruber Tanaka, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District general counsel; and Jason Carroll, CliftonLarsonAllen, LLP, District accountant.

**ADMINISTRATIVE
MATTERS**

Call to Order

The meeting was called to order.

Declaration of Quorum and
Confirmation of Director
Qualifications

Ms. Tanaka noted that a quorum for each of the Boards was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures
of Potential or Existing
Conflicts of Interest

Ms. Tanaka advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for those directors with 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 Boards. Ms. Tanaka noted that a quorum was present and inquired into whether members of the Board 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 Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Combined Meetings

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed

to be the actions of the Westfield Metropolitan District Nos. 1 and 2, collectively.

Approval of Agenda

Ms. Tanaka presented the Boards with the agenda for the meeting. Upon motion of Mr. Jacobson, seconded by Mr. Klein, the Boards unanimously approved the agenda as presented.

DIRECTOR MATTERS

Election of Officers

Ms. Tanaka noted the need to elect officers and noted that the Boards are required to have a president, treasurer and a secretary.

Upon motion of Mr. Schroeder, seconded by Mr. Jacobson, the Boards unanimously elected the following officers:

President: Lawrence Jacobson
Secretary/Treasurer: Jake Schroeder
Assistant Secretary: Andrew R. Klein

PUBLIC COMMENT

None.

CONSENT MATTERS

AGENDA

The Board was presented with the consent agenda items. Upon motion of Mr. Schroeder, seconded by Mr. Jacobson, the Boards unanimously took the following actions:

- a. Administrative Matters
 - i. Adopted the Joint Resolution No. 2021-08-01: 2021 Joint Annual Administrative
 - ii. Adopted the Joint Resolution No. 2021-08-02: Providing for the Defense and Indemnification of Directors and Employees of the Districts
 - iii. Adopted the Joint Resolution No. 2021-08-03: Adopting the Colorado Special District Records Retention Schedule
 - iv. Adopted the Joint Resolution No. 2021-08-04: Adoption of Public Records Request Policy
 - v. Adopted the Joint Resolution No. 2021-08-05: Resolution Calling Election
 - vi. Adopted the Joint Resolution No. 2021-08-06: Resolution Establishing Electronic Signature Policy
 - vii. Adopted the Joint Resolution No. 2021-08-07: Resolution Concerning Authorization for Approval of Contracts and Payment of Claims
 - viii. Adopted the Joint Resolution No. 2021-08-08: Adoption of Data Privacy Policy

- b. Consultant Matters
 - i. Ratified the Engagement Letter with WHITE BEAR ANKELE TANAKA & WALDRON for General Counsel Legal Services
 - ii. Ratified the Engagement Letter with CliftonLarsonAllen, LLP for Accounting Services
- c. Developer Matters
 - i. Approved the Funding and Reimbursement Agreement (Operations and Maintenance) with Dawson Trails I LLC
 - ii. Approved the Infrastructure Acquisition and Reimbursement Agreement with Dawson Trails I LLC
- d. Insurance Matters
 - i. Approved the SDA Memberships and Intergovernmental Agreement with Colorado Special Districts Property and Liability Pool
 - ii. Approved the Insurance and Limits for Same
 - iii. Approved the Agency Fee Agreement with T. Charles Wilson for Insurance Broker Services

FINANCIAL MATTERS

Public Hearings on 2021 Budgets and Adoption of Resolution No. 2021-08-09 (District No. 1) and Resolution No. 2021-08-10 (District No. 2): Adopting Budget, Imposing Mill Levy and Appropriating Funds

Mr. Jacobson opened the public hearings on the 2021 budget. Ms. Tanaka noted that public notice was provided in accordance with Colorado law. There being no public comment, the public hearings were closed.

Upon motion of Mr. Klein, seconded by Mr. Jacobson, the Boards unanimously approved the 2021 budgets and adopted Resolution No. 2021-08-09 (District No. 1) and Resolution No. 2021-08-10 (District No. 2): Adopting Budget, Imposing Mill Levy and Appropriating Funds.

Consider Establishment of Bank Accounts and Authorize Signers on the Accounts (with all checks requiring two signatures)

The Boards discussed establishing bank accounts and authorizing signors for the accounts. The Boards determined to open accounts at FirstBank and CSAFE.

Upon motion of Mr. Schroeder, seconded by Mr. Jacobson, the Boards unanimously authorized the opening of accounts at FirstBank and CSAFE with Mr. Jacobson, Mr. Schroeder, and Mr. Klein each being the authorized signors on the accounts.

Approval of Bill.com Account and Process for Reviewing and Approving Invoices

The Boards discussed the use of bill.com for the processing of payment of claims.

Upon motion of Mr. Jacobson, seconded by Mr. Klein, the Boards unanimously approved the use of bill.com.

Other Financial Matters None.

LEGAL MATTERS

Update Regarding District Website and Consider Engagement of Heatherly Creative, LLC for Website Design Services Ms. Tanaka reported that, by January 1, 2023, the Boards will be required to have a website pursuant to Colorado law and inquired into whether the Boards wanted to have the establishment of the website put into the queue now to ensure this deadline is met.

Upon motion of Mr. Jacobson, seconded by Mr. Klein, the Boards unanimously approved the engagement of Heatherly Creative, LLC for website design services.

OTHER BUSINESS

Next Regular Meeting The next meeting is scheduled for October 28, 2021, at 8:00 A.M.

ADJOURNMENT

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned.

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

Jeffrey J. Schroeder
Jeffrey J. Schroeder (Nov 5, 2021 13:59 MDT)

Secretary for the District