

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

WESTGLENN METROPOLITAN DISTRICT

Held: Tuesday, December 10, 2019 at 11:00 a.m., at 3650 E.
1st Avenue, Suite 200 Denver, CO 80206

Attendance

The special meeting of the Board of Directors of the Westglenn Metropolitan District was called and held as shown above in accordance with the statutes of the State of Colorado. The following Directors, having confirmed their qualifications to serve on the Board, were in attendance:

Jim Sullivan
Michael Seeley

Also present were Kim J. Seter, Esq. and Elizabeth A. Dauer, Esq., Seter & Vander Wall, P.C.; Kay Hamel*, District Accountant; Richard Hamel*, District Maintenance Supervisor; Bart French*, MAA; David Foster, Esq.* and Raul Abad*, Esq., Foster Graham Milstein & Calisher, LLP.

[*Denotes the exit or arrival to the meeting.]

Call to Order

Director Sullivan convened the special meeting at 11:08 a.m., noting that a quorum of the Board was present and had confirmed their continuing qualification to serve as Directors.

Disclosure Matters

The Board had been previously advised that pursuant to Colorado law, certain disclosures by the Board members might be required prior to taking official action at the meeting. The Board then reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. The Directors specifically noted that they are members of a limited liability company that purchased additional ground located in the District on September 30, 1999, in an arms-length transaction. The Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

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Director Seeley reported he had disclosed his interest as an owner of property located within the District, and his association with Brookhill VII, LLC, developers in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Sullivan had disclosed his interest as an owner of property located in the District, and his association with Sullivan Group Incorporated, and Brookhill VII, LLC, developers in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Approval of Minutes

Upon motion made, seconded and unanimously carried, the minutes of the November 13, 2019 special meeting were approved as presented.

Financial Matters /
Payment of Claims

Ms. Hamel presented the District's financial reports for the period ending November 30, 2019. Director Sullivan inquired of Ms. Hamel who confirmed that all accounting continues to be maintained according to GAAP, there were no unusual transactions during the time period, there were no transactions involving the directors; and, the District remains capable of paying its obligations through 2019. Upon motion made by Director Sullivan, the financial report was accepted as presented.

- Adoption of 2020 Budget, Appropriation of Funds, and Certification of Mill Levy

Ms. Hamel presented the proposed 2020 budget and discussed the mill levy for 2020. The Directors affirmed their desire to set the mill levies for debt service and general operating expenses at 19 and 9 mills, respectively. Upon motion by Director Sullivan, second by Director Seeley, and discussion, the Board approved the 2020 budget as presented, appropriated funds, certified the mill levy, and approved the budget resolution as presented.

Attorney Report

Ms. Dauer discussed the proposed public dog park project. Director Seeley directed Ms. Dauer to obtain an appraisal on the potential dog park property.

Park Update/Maintenance Status Report

Mr. Hamel reported that a satisfactory construction fence has been erected around the Builder's Square redevelopment. He also discussed that the City has changed the mechanism to obtain and use hydrant water for winter watering.

Other Business

The Board discussed upcoming meetings and determined to hold a special meeting on December 17, 2019 and to cancel the regular meeting on December 20, 2019.

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Discussion regarding
Builder's Square Re-
Development Fee

[*At this time, Mr. and Mrs. Hamel left the meeting. Bart French, David Foster, and Raul Abad entered the meeting.]

Bart French provided an update on the status of the Builder's Square redevelopment project. Next, he discussed the request for a waiver of the development fee based on offsetting public improvements to be constructed for the project. David Foster discussed the possibility of placing the development fee funds in escrow to move the project forward while the fee is under negotiation. The Directors expressed that they are amenable to a reduction in the fee under the circumstances, but emphasized that they serve as fiduciaries of the District. Upon further discussion, it was determined that the development fee would be reduced to \$2,615 per unit, payable at issuance of the building permit. The Board pledged to formally consider the reduced fee amount at a special meeting on January 8, 2020.

Adjournment

There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 12:30 p.m.


Secretary for the Meeting
