

**RECORD OF PROCEEDINGS
MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
WESTWOOD METROPOLITAN DISTRICT**

HELD: The 13th day of December 2022 at 11:00 a.m. (or as soon thereafter as the Board determined), via video conference.

ATTENDANCE:

A special meeting of the Board of Directors of Westwood Metropolitan District, City of Thornton, Adams County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Andrew Trietley, President
Thomas Clark, Secretary
Josh Brgoch, Treasurer

Also present were Diane Wheeler of Simmons & Wheeler, PC and Russell W. Dykstra of Spencer Fane LLP.

CALL TO ORDER:

The meeting was called to order. It was confirmed that a quorum was present for the purpose of conducting a special meeting of the Board of Directors of the Westwood Metropolitan District at 11:02 a.m. Director Horan was absent, absence excused.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Dykstra noted that transactional disclosure statements had been filed on behalf of the members of the Board of Directors with the office of the Colorado Secretary of State and with the Secretary of the Districts. Upon motion duly made, seconded, and upon vote unanimously carried, the Board directed that said disclosures be incorporated.

AGENDA:

The Board reviewed the Agenda for the meeting and upon motion duly made seconded, and upon vote unanimously carried, the Board approved the Agenda as presented.

PUBLIC COMMENTS:

No members of the public were present.

APPROVAL OF MINUTES:

The Board reviewed the Minutes of the special meeting of the Board held on June 13, 2022. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the Minutes as presented.

FINANCIAL MATTERS:

Claims. Ms. Wheeler provided the claims to the Board. Discussion ensued. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the claims as presented.

Accountant's Reports. Ms. Wheeler provided the financial statements to the Board. Discussion ensued. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the report as presented.

2021 AUDIT:

Ms. Wheeler presented the 2021 audit to the Board. Upon motion duly made, seconded, and unanimously approved, the Board approved the ratification of the 2021 audit as presented.

2022 BUDGET AMENDMENT:

It was noted that an amendment to the 2022 budget was not needed.

2023 BUDGET:

Mr. Dykstra reported that proper publication and notice had been made to allow the Board to hold a public hearing on the 2023 budget for the District. The public hearing was opened. There being no public present to comment, upon motion duly made, seconded, and upon vote unanimously carried, the public hearing was closed.

Ms. Wheeler presented the 2023 budget to the Board. Following discussion of the proposed budget Mr. Dykstra presented for the Board's consideration a form of resolution indicating the adoption of the budget and appropriation of the funds as shown. Upon motion duly made, seconded, and upon vote unanimously carried, the Board (1) approved and adopted the 2023 budget as amended, (2) approved and adopted the mill levies as indicated in the resolution within said Resolution, (3) authorized the President and the Secretary to sign the necessary documentation, and (4) directed that the Certification of the Tax Levies be submitted to Adams County by the accountant no later than December 15, 2022, and for general counsel to file the adopted budget with the Division of Local Government prior to January 31, 2023.

ATTORNEY ITEMS:

Worker's Compensation Exclusion Resolution. Mr. Dykstra presented the Worker's Compensation Exclusion Resolution to the Board. Upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the resolution as presented.

2023 Annual Administrative Matters Resolution. Mr. Dykstra presented the 2023 annual administrative matters resolution to the Board. Upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the resolution as presented.

2023 Regular Election Resolution. Mr. Dykstra presented the 2023 regular election resolution to the Board. Upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the resolution as presented.

Ratification of Past Actions. Upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the ratification the service plan amendment and of all actions taken in 2022.

DIRECTOR ITEMS:

None.

OTHER BUSINESS:

The Board discussed development activity and engaging an auditor for the 2022 audit. Upon motion duly made, seconded, and upon vote unanimously carried, the Board approved engaging an auditor for the 2022 audit.

ADJOURNMENT:

Following discussion and upon motion duly made, seconded and unanimously carried, the Board moved to adjourn the meeting at 11:25 a.m. The foregoing Minutes constitute a true and correct copy of the Minutes of the above-referenced meeting and were approved by the Board of Directors of the Westwood Metropolitan District.

Thomas M Clark

Secretary of the District