

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SHERIDAN STATION WEST METROPOLITAN DISTRICT HELD SEPTEMBER 27, 2023

A Special Meeting of the Board of Directors of the Sheridan Station West Metropolitan District (referred to hereafter as the “Board”) was convened on Wednesday, September 27, 2023, at 4:00 p.m. This District Board meeting was held by videoconference via Zoom. The meeting was open to the public.

Directors In Attendance Were:

Zachary Nemeroff
Preeti Santana
Sara Wright
Ashley Begley

Also In Attendance Were:

Peggy Ripko and Jim Ruthven; Special District Management Services, Inc. (“SDMS”)

Jennifer L. Ivey, Esq.; Icenogle Seaver Pogue, P.C

Jackie Morrison and Kent Christopher Veio; Kline Alvarado Veio

**PUBLIC
COMMENTS**

There were no public comments.

**DISCLOSURE OF
POTENTIAL/
CONFLICTS OF
INTEREST**

Disclosure of Potential Conflicts of Interest: Ms. Ripko reported that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Ms. Ripko requested that the Directors consider whether they had any additional conflicts of interest to disclose. Ms. Ripko noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

**DECLARATION OF
QUORUM**

Ms. Ripko, noting the presence of a quorum, called to order the special meeting of the Board of Directors of Sheridan Station West Metropolitan District.

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ADMINISTRATIVE MATTERS

Agenda: Ms. Ripko reviewed with the Board the Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Wright, seconded by Director Begley and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

Meeting Location and Posting of Notices: This District Board meeting was held by Zoom. Ms. Ripko noted that notice of the time, date, and location of the meeting was duly posted.

Minutes: The Board deferred discussion at this time.

COMMUNITY MANAGEMENT

There were no community management items to discuss at this time.

FINANCIAL MATTERS

Payment of Claims: The Board deferred discussion at this time.

Unaudited Financial Statements: The Board deferred discussion at this time.

2022 Audit Extension: The Board reviewed the 2022 Audit Extension.

Following review and discussion, upon motion duly made by Director Begley, seconded by Director Santana and, upon vote, unanimously carried, the Board ratified approval of the 2022 Audit Extension.

LEGAL MATTERS

Engagement of Kline Alvarado Veio, P.C.: The Board discussed the engagement of Kline Alvarado Veio, P.C. to assist the District in matters relating to its (1) Limited Tax (Convertible to Unlimited Tax) General Obligation Taxable (Convertible to Tax Exempt) Refunding Loan, Series 2022A-1, (2) a Limited Tax (Convertible to Unlimited Tax) General Obligation Loan, Series 2022A-2, and (3) Subordinate Limited Tax General Obligation Bonds, Series 2022B₍₃₎ and authorize actions related thereto.

Following review and discussion, upon motion duly made by Director Begley, seconded by Director Nemeroff and, upon vote, unanimously carried, the Board approved the engagement of Kline Alvarado Veio, P.C. to assist the District in matters relating to its (1) Limited Tax (Convertible to Unlimited Tax) General Obligation Taxable (Convertible to Tax Exempt) Refunding Loan, Series 2022A-1, (2) a Limited Tax (Convertible to Unlimited Tax) General Obligation Loan, Series 2022A-2, and (3) Subordinate Limited Tax General Obligation Bonds, Series 2022B₍₃₎, subject to receipt of proposal with rates to be approved by the Board Treasurer.

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Execution Session: Upon motion of Director Begley, and second of Director Nemeroff, the Board unanimously voted to enter into an Executive session pursuant to 24-6-402(4)(b) and/or 24-6-402(4)(e), C.R.S., for the purpose receiving legal advice on specific legal questions and/or determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators regarding its (1) Limited Tax (Convertible to Unlimited Tax) General Obligation Taxable (Convertible to Tax Exempt) Refunding Loan, Series 2022A-1, (2) a Limited Tax (Convertible to Unlimited Tax) General Obligation Loan, Series 2022A-2, and (3) Subordinate Limited Tax General Obligation Bonds, Series 2022B at 4:14 p.m. Members of the Board, Mss. Ripko, Ivey, and Morrison and Mr. Veio participated in the Executive Session.

Attorney Ivey certified that the executive session will constitute a privileged attorney-client communication and will not be recorded.

Following discussion, upon motion duly made by Director Nemeroff, seconded by Director Wright, and upon vote unanimously carried, the Board exited the Executive Session and reconvened in regular session at 4:54 p.m.

The Board reconvened in open session, but no members of the public re-joined the meeting.

OPERATIONS MATTERS

There were no operations matters to discuss at this time.

OTHER BUSINESS

Plant Replacements: The Board discussed moving forward with the plant and tree replacements as money is available.

Following discussion, upon motion duly made by Director Begley, seconded by Director Nemeroff, and upon vote unanimously carried, the Board approved moving forward with the plant and tree replacements.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Santana, seconded by Director Begley and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By 

Secretary for the Meeting