

MINUTES OF A JOINT ORGANIZATIONAL MEETING OF
THE BOARDS OF DIRECTORS

OF

WINDLER BUSINESS IMPROVEMENT DISTRICT NOS. 1 &
2

Held: Thursday, October 21, 2021 at 12:15 p.m., at 5750 DTC
Parkway Suite 210, Greenwood Village, CO 80111 and via
teleconference.

The joint organizational meeting referenced above was called and
held in accordance with the applicable statutes of the State of
Colorado. The following directors, having confirmed their
qualification to serve, were in attendance:

Christopher Fellows
Tim O'Connor
Dustin Anderson

Also present were Clint C. Waldron, Esq., and Megan J. Murphy,
Esq., White Bear Ankele Tanaka & Waldron, District General
Counsel; Diane Wheeler, Simmons & Wheeler, PC, District
Accountant; Barney Fix, Merrick & Company, District Engineer;
and Stan.

**Call to Order/Declaration
of Quorum**

Director Fellows noted that a quorum of the Boards was present
and called the meeting to order.

**Director Conflict of Interest
Disclosures**

Mr. Waldron 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 Boards. Director Fellows
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 board
members present was necessary to obtain a quorum or to otherwise
enable the Boards to act.

Joint Meetings

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,
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.

Confirmation of Meeting Notice and Posting

Ms. Murphy confirmed the meeting notices were posted as required by law.

Approval of Agenda

The Boards reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda.

Consider Appointment of Officers

The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards elected Director Fellows as President, Director O'Connor as Secretary and Treasurer, and Director Anderson as Assistant Secretary.

Public Comment

None.

Consent Agenda

Mr. Waldron reviewed the items on the consent agenda with the Boards and advised the Boards that any item may be moved from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Joint Resolution Establishing Electronic Signature Policy;
- Joint Public Records Request Policy;
- Joint Resolution Adopting the Colorado Special District Records Retention Schedule;
- Joint Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts; and
- Joint Resolution Calling May 3, 2022 Election.

Legal Matters

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Mr. Waldron reviewed the Engagement Letter from White Bear Ankele Tanaka & Waldron for Legal Services with the Boards. Mr. Waldron stated that as he is not independent as to the engagement, the Boards are advised to have separate legal counsel review the engagement letter. The Boards declined to engage separate legal counsel to review the letters. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement.

Consider Approval of 2021 and 2022 Operation Plans

Mr. Waldron reviewed the 2021 and 2022 Operation Plans with the Board. Following discussion, upon a motion duly made and

seconded, the Boards unanimously approved the 2021 and 2022 Operation Plans.

Consider Approval of Funding and Reimbursement Agreement (Operations and Maintenance) with GVP Windler LLC

Mr. Waldron reviewed the Funding and Reimbursement Agreement (Operations and Maintenance) with GVP Windler LLC with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Funding and Reimbursement Agreement.

Consider Adoption of 2021 and 2022 Joint Annual Administrative Resolutions

Mr. Waldron reviewed the 2021/2022 Joint Annual Administrative Resolution with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the 2021/2022 Joint Annual Administrative Resolution as revised.

Discuss 2021 Legislative Update

Mr. Waldron reviewed the 2021 Legislative Update with the Boards. No action taken.

Insurance Matters

Discuss Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements

Deferred.

Discuss Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) and Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association

The Boards reviewed the proposed general liability schedule and property schedule and limits. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposed general liability schedule and authorized legal counsel to bind coverage.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Mr. Waldron reviewed the Agency Services Agreement with T-Charles Wilson for Insurance Services with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Agency Services Agreement.

Discuss BMO Workers' Compensation Coverage and Consider Authorizing Binding Same

Mr. Waldron reviewed Workers' Compensation Coverage with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously waived Workers' Compensation Coverage.

Consider Approval of Property and Liability Insurance Limits and Deductibles

The Boards reviewed the deductible options. Following discussion, upon a motion duly made and seconded, the Boards approved the proposals as presented and authorized legal counsel to bind coverage.

Financial Matters

Consider Approval of Engagement Letter with Simmons & Wheeler, P.C. for Accounting Services

Ms. Wheeler reviewed the Engagement Letter with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Engagement Letter.

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Numbers

Ms. Wheeler reviewed the Applications for Federal Employer Identification Number, Colorado Sales Tax Exemption Number, and Assignment of PDPA Numbers with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the applications as presented.

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

The Boards engaged in discussion regarding the establishment of bank accounts and discussed signers on the accounts. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the establishment of bank accounts and authorized all directors as signers on the accounts.

Public Hearing on 2021 Budget and Consider Approval of Resolution Adopting the 2021 Budget

Not Needed.

Public Hearing on 2022 Budget (District No. 1)

Director Fellows opened the public hearing on the proposed 2022 Budget. Mr. Waldron noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolution Adopting the 2022 Budget (District No. 1)

Ms. Wheeler reviewed the 2022 Budget and Budget Resolution with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor.

Public Hearing on 2022 Budget (District No. 2)

Director Fellows opened the public hearing on the proposed 2022 Budget. Mr. Waldron noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolution Adopting the 2022 Budget (District No. 2)

Ms. Wheeler reviewed the 2022 Budget and Budget Resolution with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor.

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.

Dustin Anderson

Secretary for the Meeting, District Nos. 1 & 2

The foregoing minutes were approved on the 9th day of August, 2022.