

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
WH METROPOLITAN DISTRICT NO. 1 (“DISTRICT”)
HELD
SEPTEMBER 30, 2020

A special meeting of the Board of Directors of WH Metropolitan District No. 1 (referred to hereafter as the “Board”) was convened on Wednesday, September 30, 2020, at 1:30 P.M. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held by telephonic means. The meeting was open to the public via telephonic means.

ATTENDANCE

Directors In Attendance Were:

Tom Kaufman

Also In Attendance Were:

MaryAnn McGeady, Esq. and Megan Becher, Esq., McGeady Becher P.C.
Garrett Baum; Urban Frontier, LLC

DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Attorney Becher noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Becher noted that all Directors’ Disclosure Statements have been filed.

ADMINISTRATIVE
MATTERS

Agenda: Attorney Becher presented the proposed Agenda for the District’s special meeting. Following discussion, upon motion duly made by Director Kaufman, and upon vote unanimously carried, the Agenda was approved.

Quorum, Meeting Location and Posting of Meeting Notices: A quorum for the special meeting was confirmed. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. It was noted that due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via telephonic means, without any individuals (neither District representatives nor the general public) attending in person. The Board further noted that notice providing the telephone conference information was duly posted and that the District had not received any objections or any requests that the means of hosting the meeting be changed by taxpaying electors

within the District's boundaries.

Resolution regarding the District's Intent to Return to Active Status: Following discussion, upon motion duly made by Director Kaufman, and upon vote unanimously carried, the Board adopted the Resolution regarding the District's Intent to Return to Active Status and authorized District staff to take necessary actions associated therewith.

Public Comment: There was no public comment.

Minutes: The Board reviewed the minutes of the November 11, 2010 special meeting. Following discussion, upon motion duly made by Director Kaufman, and upon vote unanimously carried, the minutes of the November 11, 2010 special meeting were approved.

May 2012, 2014, 2016, 2018 and 2020 Elections: The Board reviewed the results of the May 2012, 2014, 2016, 2018 and 2020 Elections ("Regular Elections") and discussed the need to ratify adoption of the Resolutions Calling the Regular Elections. Following discussion, upon motion duly made by Director Kaufman, and upon vote unanimously carried, the Board ratified approval of the adoption of the Resolutions Calling the Regular Elections.

Appointment of Officers: Following discussion, upon motion duly made by Director Kaufman, and upon vote unanimously carried, the following slate of officers were appointed for the District:

President: Tom Kaufman
Secretary: Jennifer Pino

Legislation regarding Posting of Meeting Notices: Attorney Becher advised the Board regarding recent legislation that had passed, which changed the requirements for posting of meeting notices.

Eligible Entity Agreement by and between the District and the Statewide Internet Portal Authority of the State of Colorado: The Board determined to defer this matter.

2020 Regular Meeting Schedule/Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting of 24-Hour Notices: The Board determined that it would not be necessary to hold regular meetings in 2020. Following discussion, upon a motion duly made by Director Kaufman, and upon vote unanimously carried, the Board adopted the Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting of 24-Hour Notices.

2021 Regular Meeting Schedule/Resolution Establishing Regular Meeting Dates,

Times and Location, and Designating Location for Posting of 24-Hour Notices: The Board determined that it would not be necessary to hold regular meetings in 2021 and that adoption of the related resolution was not necessary.

District Insurance, Insurance Schedules and Renewal of Special District Association Membership: The Board determined not to obtain insurance coverage at this time.

§32-1-809, C.R.S. Reporting Requirements (Transparency Notice) and Direct Mode of Eligible Elector Notification: Attorney Becher discussed the special district transparency notice requirements of §32-1-809, C.R.S. with the Board. Following discussion, the Board directed District Counsel to prepare and transmit the Transparency Notice pursuant to statutory requirements.

FINANCIAL MATTERS

2010 Application for Exemption from Audit: Following discussion, upon motion duly made by Director Kaufman and, upon vote unanimously carried, the Board ratified the approval of the execution and filing of the 2010 Application for Exemption from Audit.

Appointment of District General Counsel to Prepare 2020 and 2021 Budgets: Following discussion, upon motion duly made by Director Kaufman, and upon vote unanimously carried, the Board ratified approval of the appointment of District General Counsel to prepare 2020 and 2021 Budgets for the District.

Public Hearing on 2020 Budget: The Board then opened the public hearing to consider the District's proposed 2020 Budget and discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2020 budget and the date, time and place of the public hearing was posted pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Attorney Becher reviewed the proposed 2020 expenditures with the Board.

Upon motion duly made by Director Kaufman, and upon vote unanimously carried, the Board approved the 2020 Budget, as discussed, and considered adoption of the Resolution to Adopt the 2020 Budget and Appropriate Sums of Money. Following discussion, upon vote unanimously carried, the Board adopted the Resolution and authorized execution of the Certification of Budget. District Counsel was directed to transmit the Certification of Budget to the Division of Local Government.

Public Hearing on 2021 Budget: The Board then opened the public hearing to consider the District's proposed 2021 Budget and discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2021 budget and the date, time and place of the public hearing was posted pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed. The Board determined not to adopt a 2021 Budget due to the District's intent to return to inactive status.

Appointment of CliftonLarsonAllen LLP to Prepare and File 2020 Application for Exemption from Audit: Following discussion, upon motion duly made by Director Kaufman and, upon vote unanimously carried, the Board approved the appointment of CliftonLarsonAllen LLP to prepare and file the District's 2020 Application for Exemption from Audit.

LEGAL
MATTERS

Resolution of the Board of Directors of the District Regarding Colorado Open Records Act Requests ("CORA Resolution"): Attorney Becher presented the CORA Resolution to the Board. Following review, upon a motion duly made by Director Kaufman and, upon vote unanimously carried, the Board adopted the CORA Resolution.

Resolution of the Board of Directors of the District Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule ("Records Retention Resolution"): Attorney Becher presented the Records Retention Resolution to the Board. Following review, upon a motion duly made by Director Kaufman and, upon vote unanimously carried, the Board adopted the Records Retention Resolution.

Public Hearing on Exclusion of Property Owned by Windler Homestead IV, LLC: The Board opened the public hearing to consider the exclusion of approximately 29.519 acres of property owned by Windler Homestead IV, LLC from the District.

It was noted that publication of Notice stating that the Board would consider approving the exclusion of the Real Property owned by Windler Homestead IV, LLC from the District was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Following discussion, the Board considered the adoption of the Resolution for Exclusion of Real Property from the District as set forth in the Petition. Upon motion duly made by Director Kaufman and, upon vote unanimously carried, the Board adopted the Resolution for Exclusion of Real Property.

McGeady Becher P.C. Document Retention Policy: Attorney Becher presented to the Board the update to the McGeady Becher P.C. Document Retention Policy. The Board approved the update and directed a copy of the approved

updated McGeady Becher P.C. Document Retention Policy be attached to the Minutes for this meeting. Accordingly, a copy of the updated McGeady Becher P.C. Document Retention Policy is attached hereto and incorporated herein by reference.

Resolution Declaring Inactive Status: The Board reviewed the proposed Resolution Declaring the District Inactive.

Following discussion, upon motion duly made by Director Kaufman and, upon vote unanimously carried, the Board adopted the Resolution Declaring the District Inactive, effective January 1, 2021. The Board also instructed District Counsel to file the necessary Notices of Inactivity with the required entities.

ADJOURNMENT

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

Respectfully submitted,

By Jennifer Pino
Secretary for the Meeting

McGeady Becher P.C. Document Retention Policy

Types of Documents

In representing you we will, or may, take possession of, create, and/or keep various types of documents. These consist of documents you provide to us, documents which constitute the District's official public record, and internal documents we create to assist us in providing services to you.

Documents You Provide to Us

It is our policy to copy and return original documents you provide to us as soon as practicable. Exceptions to this policy are original documents which should be kept as part of the District's official public record, instances where we must have an original document to represent you, and cases where we have affirmatively agreed retain a document for safekeeping.

The District's Record

As a part our engagement, we will maintain the District's official public Record (the “**Record**”). The Record is a highly useful and detailed compilation of documents reflecting the official actions of the District and serves multiple functions. First, it collects those documents which the public is entitled to inspect and copy under various state and federal public records and freedom of information statutes. Second, it organizes the records of the District - such as its contracts, land and title records, and easements - in a manner which is useful in conducting the ongoing business of the District. Third, the Record helps expedite the District's annual audit process. Fourth, in the event you should change legal counsel or employ in-house counsel, the Record will enable that counsel to understand the status and assume representation of the District with maximum efficiency.

The Record includes the District's organizational documents, fully-executed agreements which are still in effect, rules, regulations, resolutions adopted by the District, official minutes books, meeting notices, agendas, insurance policies, District maps, election records, bond documents, audit documents, and many more. A comprehensive list of documents comprising the Record is available from us at any time upon request.

Creating and maintaining the Record is an important and complex task, and you agree to pay our actual costs and hourly fees associated with doing this.

Supplemental Documents

All other documents created in course of representing you are referred to as Supplemental Documents. These include our notes, drafts, memoranda, worksheets, electronic communications, and other electronic documents stored in various media or file servers.

Documents We Retain

Except as provided in this Document Retention Policy or an amendment thereto, we will keep the Record and any original documents accepted by us for safekeeping so long as we represent you.

Delivery of the Record

Once a matter is concluded, or our has representation terminated, we deliver to you or the District's designee the original, printed Record, together with any original documents we have accepted for safekeeping, provided our fees and costs have been paid in full.

If you do not designate someone to receive these records, we will deliver them to a then- current officer or director of the District. If we are unable to deliver these documents for any reason, we may retain, destroy, or otherwise dispose of them in manner which assures their continued confidentiality within thirty (30) days of our concluding that an authorized recipient cannot be readily located.

We will also confidentially destroy the Record of any District in our possession if a final order of dissolution of the District is entered.

All other documents, including all Supplemental Documents, are routinely, periodically, confidentially, and permanently purged by us once they are no longer useful to us in providing services to you.