

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WH METROPOLITAN DISTRICT NO. 1

Held: Wednesday, April 7, 2021 at 8:30 a.m. via Teleconference

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Public Health & Environment, and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconference.

The special 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:

Tom Kauffman

Also present were Clint C. Waldron, Esq., Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; MaryAnn McGeady, Esq., Megan Becher, Esq., and Jennifer Pino, McGeady Becher, P.C.; Timothy O’Connor and Dustin Anderson, Alberta Development Partners; and Christopher Fellows.

Call to Order/Declaration of Quorum

Director Kauffman noted that a quorum of the Board was present and called the meeting to order.

Director Conflict of Interest Disclosures

Ms. Pino reported that disclosures for those directors that provided McGeady Becher, P.C. with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Board at least 72 hours prior to the meeting by Ms. Pino, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Pino inquired into whether members of the Board 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 members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Confirmation of Meeting Notice and Posting

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

Approval of Agenda

Ms. Pino reviewed with the Board the proposed agenda. Following discussion, upon a motion duly made, the Board unanimously approved the agenda as amended.

Discuss the District returning to active status and consider adoption of Resolution regarding the District’s Intent to Return to Active Status and authorize necessary actions associated therewith

Ms. Pino reviewed the Resolution Declaring Return to Active Status with the Board. Following discussion, upon a motion duly made, the Board unanimously adopted the Resolution Regarding the Return to Active Status.

Public Comment

None.

Consent Agenda

Ms. Pino reviewed the items on the consent agenda with the Board. Ms. Pino advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made, the following items on the consent agenda were unanimously approved, ratified and adopted:

- September 30, 2020 Special Meeting Minutes
- 2020 Application for Exemption from Audit

Other Business

Discuss and consider the engagement of White Bear Ankele Tanaka & Waldron as District General Counsel

Ms. Pino reviewed the engagement of White Bear Ankele Tanaka & Waldron as District General Counsel with the Board. Following discussion, upon a motion duly made, the Board unanimously approved the engagement of White Bear Ankele Tanaka & Waldron.

Discuss and consider acceptance of the resignation of McGeady Becher P.C. as District General Counsel

The Board engaged in general discussion regarding the resignation of McGeady Becher, P.C. as District General Counsel. Following discussion, upon a motion duly made, the Board unanimously accepted the resignation of McGeady Becher, P.C.

Discuss vacancies on the Board and consider appointment of eligible electors, Christopher Fellows, Dustin Anderson and Timothy O’Connor, to the Board of Directors of the District. (Notice of

The Board engaged in discussion regarding appointments to fill vacancies. Following discussion, upon a motion duly made, the Board unanimously appointed Christopher Fellows, Dustin Anderson, and Timothy O’Connor to the Board.

Director Kauffman administered the Oaths of Office.

Vacancies published March 18, 2021). Administer Oaths of Office

Election of Officers

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

Discuss additional actions necessary to return District to compliance following return to active status

Ms. Pino noted for the Board that White Bear Ankele Tanaka & Waldron will handle all of these actions.

Consider direction to McGeady Becher P.C. to deliver District files to White Bear Ankele Tanaka & Waldron

The Board engaged in general discussion regarding delivering District files to White Bear Ankele Tanaka & Waldron. Following discussion, Director Kauffman directed McGeady Becher, P.C. to deliver the files.

Adjourn

There being no further business to come before the Board, and following discussion and upon motion duly made and unanimously carried, the Board determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting

The foregoing minutes were approved on the 19th day of April, 2021.