

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WH METROPOLITAN DISTRICT NO. 1

Held: Monday, April 19, 2021 at 1:00 p.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:

Christopher Fellows  
Timothy O'Connor  
Dustin Anderson  
Tom Kauffman

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

Call to Order/Declaration of Quorum

Mr. Fellows noted that a quorum of the Board was present and called the meeting to order.

Director Conflict of Interest Disclosures

Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Murphy 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. Murphy confirmed the meeting notices were posted as required by law.

Approval of Agenda Director Fellows reviewed the proposed agenda with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Consider Approval of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings Mr. Waldron reviewed with the Board the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution.

**Public Comment** None.

**Consent Agenda** Director Fellows reviewed the items on the consent agenda with the Board. Ms. Murphy 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 and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:

- April 7, 2021 Special Meeting Minutes
- Resolution Establishing an Electronic Signature Policy
- Public Records Request Policy
- Resolution Adopting Colorado Special District Records Retention Schedule
- Resolution Designating District's 24-Hour Posting Location
- Resolution Providing for the Defense and Indemnification of Directors and Employees of the District

### **Financial Matters**

Consider Approval of Engagement Letter with Simmons & Wheeler, P.C. Ms. Wheeler reviewed the engagement letter from Simmons & Wheeler, P.C. with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of Simmons & Wheeler, P.C., subject to final legal review.

Public Hearing on 2021 Budget Director Fellows opened the public hearing on the proposed 2021 Budget. Ms. Murphy 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 Ms. Wheeler reviewed the 2021 Budget and Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2021 Budget and appropriating funds therefor.

Authorize Signers on District Bank Account The Board engaged in general discussion regarding signers on the District bank accounts. Following discussion, upon a motion duly made and seconded, the Board unanimously approved all Board members as signers on the District accounts with a requirement of two signers for all checks.

The Board engaged in general discussion regarding the use of Bill.com for processing invoices. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized the use of Bill.com.

Consider Approval of Claims Payable None.

### **Legal Matters**

Consider Approval of 2021 Annual Administrative Resolution Mr. Waldron reviewed the 2021 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2021 Annual Administrative Resolution to include Director compensation in the amount of \$50.00 per meeting.

Discuss 2021 Regular Meeting Schedule The Board engaged in general discussion regarding the 2021 regular meeting schedule. Following discussion, upon a motion duly made and seconded, the Board determined to hold regular meetings on the third Thursday of each month at 12:00 p.m.

### **Insurance and Liability**

Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association Mr. Waldron reviewed the Resolution Approving an IGA with Colorado Special Districts Property and Liability Pool with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution and authorized the Special District Association membership.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services Mr. Waldron reviewed the Agency Services Agreement with T. Charles Wilson Insurance Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Agency Services Agreement.

Consider Authorization to Bind BMO Worker's Compensation Coverage 2021 Policy Period Mr. Waldron reviewed BMO Worker's Compensation Coverage 2021 Policy Period with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized legal counsel to bind coverage for the 2021 policy period.

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 Board. Director Fellows noted that the interest rate is set at 2% which is conservative and good public policy. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Funding and Reimbursement Agreement with GVP Windler, LLC. Director O'Connor abstained.

Discuss Formation of Windler Public Improvement Authority The Board entered into general discussion on the formation of Windler Public Improvement Authority.

Consider Approval of Engagement Letter with Icenogle Seaver Pogue, P.C. as Special Counsel Mr. Waldron reviewed the engagement letter from Icenogle Seaver Pogue, P.C. as Special Counsel with the Board. Mr. Waldron noted that Mr. Pogue would be working with Mr. Ruhland to form the Windler Public Improvement Authority. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

Discuss Service Plan Amendment Mr. Waldron reviewed the proposed Service Plan Amendment with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the service plan amendment subject to final review by Director Fellows.

Other Legal Matters None.

### **Other Business**

Discuss vacancy on the Board of Directors Director Fellows noted that the Board is looking for someone to appoint with relevant industry expertise.

### **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 29th day of April, 2021.