

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WINDLER HOMESTEAD METROPOLITAN DISTRICT

Held: Thursday, April 29, 2021 at 2:00 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

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; Matt Ruhland, Esq., Collins Cockrel & Cole, General Counsel to Windler Public Improvement Authority; and Alan Pogue, Esq. Icenogle Seaver Pogue, PC.

Call to Order/Declaration of Quorum

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

Director Conflict of Interest Disclosures

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy 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 The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comment None.

Consent Agenda The Board reviewed the items on the consent agenda. Mr. Waldron 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 adopted:

- April 19, 2021 Special Meeting Minutes
- Independent Contractor Agreement with Merrick & Company for Engineering Services

Legal Matters

General Liability Proposal from CSD Property and Liability Pool Mr. Waldron reviewed the General Liability Proposal from Colorado Special District Property and Liability Pool with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal and directed legal counsel to bind \$5,000,000 in additional excess liability coverage.

Consider Approval of Resolution Approving and Authorizing Execution of the Windler Public Improvement Authority Establishment Agreement and Appointing Directors to the Authority Board Mr. Ruhland and Mr. Pogue reviewed the Resolution Approving and Authorizing Execution of the Windler Public Improvement Authority Establishment Agreement and Appointing Directors to the Authority Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution subject to final approval by Bond Counsel.

The Board engaged in general discussion regarding appointment to the Authority Board. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed Director Fellows and Director O'Connor to the Authority Board.

Discuss Service Plan Amendment Mr. Waldron reviewed the Service Plan Amendment with the Mr. Waldron reviewed the Service Plan Amendment with the Board. No action taken.

Discuss and Consider Mr. Waldron reviewed the Contractor Agreement with Heatherly
Approval of Contractor Creative for District Website Design and Maintenance with the
Agreement with Heatherly Board. Following discussion, upon a motion duly made and
Creative for District Website seconded, the Board unanimously approved the Contractor
Design and Maintenance Agreement.

Other Legal Matters None.

Financial Matters

Other Financial Matters Ms. Wheeler noted that she is working on opening bank accounts
for the District.

Other Business None.

Adjourn There being no further business to come before the Board, and
following discussion and upon motion duly made, seconded 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.

Dustin Anderson
[Dustin Anderson \(Feb 14, 2022 13:35 PST\)](#)

Secretary for the Meeting

The foregoing minutes were approved on the ____ day of August,
2021.