

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WH METROPOLITAN DISTRICT NO. 1

Held: Thursday, August 12, 2021 at 3:30 p.m. via teleconference.

The special meeting referenced above was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

Christopher Fellows
Timothy O'Connor
Dustin Anderson

Director Tom Kaufman was absent and excused.

Also present were Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; Diane Wheeler, Simmons & Wheeler, PC, District Accountant; and Matt Ruhland, General Counsel to Windler Public Improvement Authority, Collins Cockrel & Cole.

Call to Order/Declaration of Quorum

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

Conflict of Interest Disclosures

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.

Confirm Posting of Meeting Notices of

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

Approval of Agenda

Ms. Murphy reviewed the agenda with the Board. 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. Ms. Murphy advised the Board that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. No items were requested to be moved 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 29, 2021 Special Meeting Minutes;
- Claims Listing; and
- 2020 Annual Report.

Legal Matters

Consider Adoption of Resolution Calling November 2, 2021 Election

Ms. Murphy reviewed the Resolution Calling the November 2, 2021 Election with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Consider Adoption of Resolution Designating the Location of Meetings of the Board of Directors

Ms. Murphy reviewed the Resolution Designating the Location of Meetings with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Discuss Overall Boundaries

Deferred.

Public Hearing on Inclusion of Property

Director Fellows opened the public hearing on the Petition for Inclusion of Property (Section 18 Parcels). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of Board to include Property

Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (Section 18 Parcels) with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously determined to grant the petition and adopt the resolution.

Public Hearing on Exclusion of Property

Director Fellows opened the public hearing on the Petition for Exclusion of Property (Original Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been

received. There being no public comment, the hearing was closed.

Consider Adoption of
Resolution and Order of
Board to Exclude Property

Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property (Original Boundaries) with the Board. The Board considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board determined to grant the petition and adopt the resolution for exclusion.

Other Legal Matters

None.

Financial Matters

Discuss and Consider
Approval of Special Bond
Fee Disclosure with White
Bear Ankele Tanaka &
Waldron

Ms. Murphy reviewed the White Bear Ankele Tanaka & Waldron Special Bond Fee Disclosure with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement subject to final legal review.

Discuss Windler Public
Improvement Authority
Bond Issuance

Deferred.

Consider Acceptance of
Unaudited Financial
Statements

None.

Public Hearing on 2021
Budget Amendment

Not necessary.

Consider Adoption of
Resolution Amending 2021
Budget

Not necessary.

Other Financial Matters

None.

Other Business

Consider Appointment to
ARTA Board of Directors

Deferred.

Adjourn

There being no further business to come before the Board, and following discussion and upon a 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.

Timothy OConnor

Timothy OConnor (Oct 27, 2021 13:58 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 21st day of October, 2021.