

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WINDLER HOMESTEAD METROPOLITAN DISTRICT

Held: Thursday, October 21, 2021 at 12:00 p.m. 5750 DTC Parkway, Suite 210, Greenwood Village, CO 80111 and 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; Barney Fix, Merrick & Company, District Engineer; Matt Ruhland, Esq., Collins Cockrel & Cole, Special Counsel to the District regarding the Establishment Agreement for the Windler Public Improvement Authority; and Stan.

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

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. Mr. Waldron 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:

- a. August 12, 2021 Special Meeting Minutes
- b. September 7, 2021 Special Meeting Minutes
- c. Claims Listing
- d. Special District Disclosure Notices Pursuant to § 32-1-809, C.R.S.
- e. Resolution Calling May 3, 2022 Regular Election

Legal Matters

Review Insurance Property and Liability Schedule and Limits and Discuss 2022 Workers' Compensation Coverage Mr. Waldron reviewed the Insurance Property and Liability Schedule and Limits with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Schedule and Limits and waived Workers' Compensation Coverage.

Consider Adoption of 2022 Annual Administrative Resolution Mr. Waldron presented the Resolution to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution, upon revision of Paragraphs 12 and 28.

Consider Approval of Construction Funding Agreement with the Windler Public Improvement Authority Mr. Waldron reviewed the Agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Director Fellows to execute the final version of the Agreement.

Other Legal Matters None.

Financial Matters

Review and Consider
Approval of Unaudited
Financials

None.

Public Hearing on 2021
Budget Amendment and
Consider Adoption of
Resolution Amending 2021
Budget

It was determined that an Amendment was not needed.

Public Hearing on 2022
Budget and Consider
Adoption of Resolution
Adopting 2022 Budget

The public hearing on the proposed 2022 Budget was opened. Ms. Murphy noted that the notice of public hearing was posted in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed. Ms. Wheeler reviewed the 2022 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution.

Other Financial Matters

None.

Other Business

Consider Appointment to
ARTA Board of Directors

Deferred.

**Consider Appointment(s) to
Board of Directors;
Administer Oaths of Office;
Consider Election of
Officers**

Deferred.

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 \(Apr 22, 2022 13:58 MDT\)](#)
Secretary for the Meeting

The foregoing minutes were approved on the 21st day of April, 2022.