

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

WH METROPOLITAN DISTRICT NOS. 1-9
WINDLER METROPOLITAN DISTRICT
WINDLER HOMESTEAD METROPOLITAN DISTRICT

Held: Friday, June 17, 2022 at 2:30 p.m. at 5750 DTC
Parkway, Suite 210, Greenwood Village, CO 80111 and via
Zoom.

Attendance

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 qualifications 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; Barney Fix, Merrick & Company, District Engineer; Kent Krause, Advance HOA Management, Inc., District Manager; and Matt Ruhland, Esq., Cockrel Ela Glesne Greher & Ruhland, P.C. General Counsel to the Windler Public Improvement Authority.

Call to Order/Declaration of Quorum

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

Director Conflict of Interest Disclosures

Ms. Murphy advised the Boards 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Murphy inquired into whether members of the Boards 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 Boards to act.

Joint Meetings

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Confirmation of Posting of Meeting Notices

Ms. Murphy confirmed the meeting notice was posted as required by Colorado law and noted for the Boards that there have not been physical postings onsite. Following discussion, Director Fellows directed Mr. Fix to setup posting stakes and requested photo proof of posting for all meetings going forward.

Approval of Agenda

Director Fellows reviewed the proposed agenda with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as amended.

Public Comment

None.

Consent Agenda

Director Fellows reviewed the items on the consent agenda with the Boards. Ms. Murphy advised the Boards that any item may be removed from the consent agenda to the special agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- May 19, 2022 Joint Special Meeting Minutes.

Legal Matters

Discuss and Consider Approval of Resolutions Changing the name of WH Metropolitan District Nos. 1-9 (District Nos. 1-9)

Ms. Murphy reviewed the Resolutions Changing the name of WH Metropolitan District Nos. 1-9 with the Boards of District Nos. 1-9. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1-9 unanimously approved the Resolutions Changing the name of WH Metropolitan District Nos. 1-9.

Discuss and Consider Approval of Resolution Changing the name of Windler Metropolitan District (Windler MD)

Ms. Murphy reviewed the Resolution Changing the name of Windler Metropolitan District with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Changing the name of Windler Metropolitan District.

Other Legal Matters

None.

Financial Matters

Review Unaudited Financial Statements	None.
Discuss 2021 Audits (District No. 1 and Windler Homestead MD)	Ms. Wheeler noted that District No. 1 and Windler Homestead MD would require 2021 Audits. No action taken.
Approval of Claims Listing (Windler Homestead MD)	Ms. Wheeler reviewed the claims listing with the Board of Windler Homestead MD. Following discussion, upon a motion duly made and seconded, the Board of Windler Homestead MD unanimously approved the payment of claims in the amount of \$1,075.03.
Approval of Claims Listing (District Nos. 1-9 and Windler MD)	Ms. Wheeler reviewed the claims listing with the Board of District Nos. 1-9 and Windler MD. Following discussion, upon a motion duly made and seconded, the Board of District Nos. 1-9 and Windler MD unanimously approved the payment of claims in the amount of \$5,598.45.
Other Financial Matters	None.

Other Business

Discuss Membership in ARTA	The Boards engaged in general discussion regarding ARTA membership. Ms. Murphy noted that legal counsel has the initial numbers and will work with Mr. Fix to get a better map and circle back to start the process of developing the Districts' own regional improvement authority. Mr. Waldron noted that establishing its own regional improvement authority provides the most flexibility.
Consider Appointment to ARTA Board of Directors	Deferred.

Adjournment

There being no further business to come before the Boards and following discussion, upon a motion duly made, the Boards unanimously 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 (Oct 5, 2022 16:27 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 29th day of September, 2022.