

MINUTES OF A JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS

OF

WINDLER BUSINESS IMPROVEMENT DISTRICT NOS. 1 &
2

Held: Thursday, October 27, 2022 at 12:15 p.m., at 5750 DTC
Parkway Suite 210, Greenwood Village, CO 80111 and via
teleconference.

The joint regular 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
Tim 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, PC, District
Accountant; Barney Fix, Merrick & Company, District Engineer;
and Kent Krause, Advance HOA Management, Inc., District
Manager.

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 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. Director Fellows
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 board
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 Meeting Notice and Posting

Mr. Krause confirmed the meeting notices were posted as required by law.

Approval of Agenda

The Boards reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

The Boards reviewed the items on the consent agenda with the Boards and advised the Boards that any item may be moved from the consent agenda to the regular 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:

- September 29, 2022 Special Meeting Minutes; and
- Resolution Calling May 2, 2023 Elections.

Legal Matters

Consider Approval of 2023 Joint Annual Administrative Resolution

Ms. Murphy reviewed the 2023 Joint Annual Administrative Resolution with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Discuss and Review Insurance General Liability Schedule and Limits, Consider Authorization to Bind Coverage

Ms. Murphy reviewed the current general liability schedule and limits with the Boards noting that there is no excess liability coverage. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the general liability schedule and authorized legal counsel to bind coverage.

Consider Approval of Joint Contractor Agreement with Heatherly Creative for Website Maintenance and Management

Ms. Murphy presented the Joint Contractor Agreement with Heatherly Creative for Website Maintenance and Management to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

Discuss Board Member Contact Emails for District Website

Ms. Murphy noted that the new law requires contact information be posted on the Districts' website. Following discussion, upon motion duly made and seconded, the Boards unanimously approved setting up a general email inbox.

Updated Regarding 2023 Ms. Murphy provided an update regarding 2023 operating plans
Operating Plans and Board and Board member appointments to the Boards noting that both
Member Appointments items are moving forward with the City's approval process.

Other Legal Matters None.

Financial Matters

Review Property Tax Deferred.
Summary, Cash Position and
Unaudited Financials
Statements

Consider Approval of Claims Deferred.
Listing

Public Hearing on 2022 Not necessary.
Budget Amendment (*if
necessary*)

Consider Approval of Not necessary.
Resolution Amending the
2022 Budget (*if
necessary*)

Public Hearing on 2023 Director Fellows opened the public hearing on the proposed 2023
Budget (District No. 1) 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 2023 Budget and Budget Resolution
Resolution Adopting the with the Board of District No. 1. Following discussion, upon a
2023 Budget (District motion duly made and seconded, the Board unanimously adopted
No. 1) the resolution adopting the 2023 Budget, appropriating funds
therefor as shown in the 2023 Budget, subject to receipt of final
assessed valuation.

Public Hearing on 2023 Director Fellows opened the public hearing on the proposed 2023
Budget (District No. 2) 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 2023 Budget Resolution with the Board
Resolution Adopting the of District No. 2. Following discussion, upon a motion duly made
2023 Budget (District and seconded, the Board unanimously adopted the resolution
No. 2)

adopting the 2023 Budget, appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation

Consider Authorization for filing 2022 Applications for Exemption from Audit

Ms. Wheeler reviewed the 2022 Applications for Exemption from Audit with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the applications.

Other Financial Matters

None.

Other Business

None.

Adjourn

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Dustin Anderson (Dec 2, 2022 09:17 MST)

Secretary for the Meeting, District Nos. 1 & 2

The foregoing minutes were approved on the 1st day of December, 2022.