

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

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

Held: Thursday, September 29, 2022 at 12:00 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; Diane Wheeler, Simmons & Wheeler, District Accountant; and Doug Hatfield, Alberta Development Partners.

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.

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| 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 notices were posted as required by law. |
| 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 presented. |
| 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: <ul style="list-style-type: none"> <li data-bbox="630 1037 1323 1071">– June 17, 2022 Joint Special Meeting Minutes; and <li data-bbox="630 1079 1323 1148">– First Amendment to 2022 Annual Administrative Resolution. |
| Legal Matters | |
| Discuss 2022 Legislative Memorandum | Ms. Murphy reviewed 2022 Legislative Memorandum with the Boards. No action taken. |
| Consider Approval of Engagement Letter from Cockrel Ela Glesne Greher & Ruhland, P.C. to represent the Districts in the Formation of an Authority | Ms. Murphy reviewed the proposed engagement of Cockrel Ela Glesne Greher & Ruhland, P.C. to represent the Districts in the Formation of an Authority with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement of Cockrel Ela Glesne Greher & Ruhland, P.C. to represent the Districts in the Formation of an Authority. |
| Discuss and Consider Approval of Aurora Regional Improvement Authority Establishment Agreement | The Boards engaged in general discussion regarding the Aurora Regional Improvement Authority Establishment Agreement. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Aurora Regional Improvement Authority Establishment Agreement subject to final legal review. |

Other Legal Matters None.

Financial Matters

Review Unaudited Financial Statements Ms. Wheeler reviewed the July 31, 2022 unaudited financials with the Board of Windler Homestead Metropolitan District. 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 \$9,402.09.

Approval of Claims Listing (Windler MD Nos. 1-9 and Windler Operations MD) Ms. Wheeler reviewed the claims listing with the Boards of District Windler MD Nos. 1-9 and Windler Operations MD. Following discussion, upon a motion duly made and seconded, the Boards of Windler MD Nos. 1-9 and Windler Operations MD unanimously approved the payment of claims in the amount of \$4,092.41.

Other Financial Matters None.

Other Business

Discuss 2023 Budget Hearing The Boards engaged in general discussion regarding confirmation of the 2023 budget hearing. Following discussion, upon a motion duly made and seconded, the Board unanimously determined to hold the budget hearing on October 27th at noon.

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 (Nov 7, 2022 08:59 MST)
Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 27th day of October, 2022.