

MINUTES OF A JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS

OF

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

Held: Thursday, April 27, 2023 at 12:00 p.m. at 5750 DTC
Parkway, Suite 210, Greenwood Village, CO 80111 and via
Zoom.

Attendance

The regular meeting referenced above was called and held in
accordance with the applicable statutes of the State of Colorado.
The following Directors were in attendance:

Christopher Fellows
Timothy O'Connor
Dustin Anderson
Douglas Hatfield
Kevin Collins

Also present were Clint C. Waldron, Esq.; White Bear Ankele
Tanaka & Waldron, District General Counsel; Barney Fix, Merrick
& Company, District Engineer; Diane Wheeler, Simmons &
Wheeler, District Accountant; Kent Krause; Hannah Baker and
Britta Schurle, Advance HOA Management, Inc., District
Manager; Madison Phillips, Esq., and Matthew Ruhland, Esq.;
Cockrel Ela Glesne Greher & Ruhland, P.C., Windler Public
Improvement Authority General Counsel.

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

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 Boards at least 72 hours prior to
the meeting, in accordance with Colorado law, and those
disclosures were acknowledged by the Boards. Mr. Waldron
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. Baker confirmed the meeting notices had been posted in accordance with Colorado 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. Mr. Waldron 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:

- March 23, 2023 Joint Special Meeting Minutes.

Financial Matters

Consider Approval of Claims Listing Ms. Wheeler reviewed the Claims Listing in the amount of \$5,843.39 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 claims.

Ms. Wheeler reviewed the Claims Listing in the amount of \$492.98 with the Board of Windler Homestead Metropolitan District (“**Windler Homestead**”). Following discussion, upon a motion duly made and seconded, the Board of Windler Homestead unanimously approved the claims.

Review Schedule of Cash Position and Property Tax reconciliation None.

Other Financial Matters Ms. Wheeler noted that quarterly financials will be presented at the next meeting.

Construction Update

General Update Mr. Fix provided an update noting that the waterline is currently undergoing testing, grading is 50% complete and the E-470 bridge widening is 20% complete.

Legal Matters

Update on May 2, 2023 Elections Mr. Waldron provided an update to the Boards, noting the elections will be cancelled.

Update on the 48th Ave Dedication and Easements Mr. Waldron noted that the legal descriptions are still underway and as soon as they are received they will continue work on the necessary dedications and easements.

Public Hearing on Exclusion of Property (District No. 1 and Windler Homestead) Deferred.

Consider Adoption of Resolution and Order of the Board Granting Exclusion of Property (District No. 1 and Windler Homestead) Deferred.

Public Hearing on Inclusion of Property (District Nos. 1-9) Deferred.

Consider Adoption of Resolution and Order of the Board Granting Inclusion of Property (District Nos. 1-9) Deferred.

Consider Approval of Joinder Agreement (District Nos. 1-9) Deferred.

Consider Adoption of Resolutions Concerning the Imposition of a Park and Rec Fee The Boards discussed the Resolutions Concerning the Imposition of a Park and Rec Fee. The Board will review the fees on apartments and will discuss at the next meeting.

Update on Legislative Matters Mr. Waldron noted that legal counsel will provide a memorandum at the end of the legislative session.

Other Legal Matters None.

Other Business None.

Director's Items

Update on Status of Development Report for Underwriter Director Fellows noted he is working on a narrative for the Authority's quarterly report.


Update on Aerotropolis Regional Transportation Authority The Board is waiting to hear back from Aerotropolis Regional Transportation Authority on the quantification of benefits to the Districts.

Status of Recreation Center Mr. Fellows noted that they are currently value engineering the project and have met with the representatives of YMCA and are awaiting information from them.

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 (Jun 1, 2023 15:31 MDT)
Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 25th day of May, 2023.