

MINUTES OF A JOINT REGULAR MEETING OF THE  
BOARDS OF DIRECTORS

OF

WINDLER BUSINESS IMPROVEMENT DISTRICT NOS. 1 &  
2

Held: Thursday, December 1, 2022 at 12:15 p.m., at 5750  
DTC Parkway Suite 210, Greenwood Village, CO 80111 and  
via teleconference.

**Attendance**

The joint 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  
Tim O'Connor  
Dustin Anderson

Also present were Clint C. Waldron, Esq., 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;  
Tom Kaufman, WH Metropolitan District Representative; 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 Posting of Meeting Notices**     Ms. Murphy 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 amended.

**Public Comment**                               None.

**Consent Agenda**                             Mr. Waldron 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:

- October 27, 2022, Special Meeting Minutes

**Legal Matters**

Update on City Appointment of Directors to Fill Vacancies

**Administer Oaths of Office and Consider Election of Officers**                                 The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards elected Director Hatfield and Director Collins as Assistant Secretary.

**Other Legal Matters**                         None.

**Financial Matters**

**Consider Approval of Claims Listing**     of     Ms. Wheeler presented claims of \$2,797.20.

**Other Financial Matters**                   None.


**Other Business**

None.

**Adjournment**

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 (Sep 26, 2023 14:54 MDT)

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Secretary for the Meeting, District Nos. 1 & 2

The foregoing minutes were approved on the 25th day of September, 2023.