

MINUTES OF A JOINT REGULAR MEETING OF THE  
BOARDS OF DIRECTORS

OF

WINDLER BUSINESS IMPROVEMENT DISTRICT NOS. 1 &  
2

Held: Thursday, August 18, 2022 at 12:00 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., Megan J. Murphy, Esq.,  
Tate Crosby, White Bear Ankele Tanaka & Waldron, District  
General Counsel; Diane Wheeler, Simmons & Wheeler, PC,  
District Accountant; Barney Fix, Merrick & Company, District  
Engineer; Kent Krause, Advance HOA Management, Inc., District  
Manager; and Matt Ruhland, 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 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 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.

**Consider Appointment 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 Fellows as President, Director Anderson as Secretary and Director O'Connor as Treasurer.

**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 21, 2021 Organizational Minutes; and
- Joint Resolution Designating Districts' 24-Hour Posting Locations.

### **Legal Matters**

Discuss 2022 Legislative Update Ms. Murphy reviewed the 2022 legislative update with the Boards.

Discuss and Approve 2023 Operating Plans Ms. Murphy reviewed the 2023 Operating Plans with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the 2023 Operating Plans.

Other Legal Matters None.

### **Financial Matters**

Review Unaudited Financial Statements Deferred.

Other Financial Matters None.

**Other Business**

Discuss Board Vacancies      Deferred.

**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*

Dustin Anderson (Oct 4, 2022 13:29 MDT)

---

Secretary for the Meeting, District Nos. 1 & 2

The foregoing minutes were approved on the 19th day of September, 2022.