

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: Friday, February 24, 2023 at 12:00 p.m. noon 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
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 and Britta Schurle, Advance HOA Management, Inc., District Manager; Stephen Gurr, Posinelli Law Firm, Windler Public Improvement Authority Litigation Counsel; and Maddie Phillips, 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. 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 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 Mr. Krause 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. Director Fellows 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:

– January 26, 2023 Joint Regular Meeting Minutes

Financial Matters

Consider Approval of Claims Listing Ms. Wheeler reviewed the Claims Listing in the amount of \$15,250.72 with the Boards of Windler Metropolitan 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 \$1,702.51 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 Unaudited Financial Statements Deferred

Other Financial Matters Ms. Wheeler noted that the Applications for Exemption from Audit will be sent out to the Boards in the next couple of days.

Construction Update None.

Legal Matters

Update on May 2, 2023 Elections Mr. Waldron provided a general update regarding the May 2, 2023 elections to the Boards.

Update on the 48th Ave and Easements Mr. Waldron provided a general update regarding the 48th Avenue right-of-way dedication and easements to the Boards.

Other Legal Matters None.

Other Business

Discuss Appointment to Windler Public Improvement Authority to Deferred.

Director's Items None.

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.



Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 23rd day of March, 2023.