

MINUTES OF A JOINT REGULAR MEETING OF THE  
BOARDS OF DIRECTORS

OF

WINDLER BUSINESS IMPROVEMENT DISTRICT NOS. 1 &  
2

Held: Thursday, October 27, 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;  
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 Mr. Krause 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** Director Fellows 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:

- September 29, 2022, Special Meeting Minutes; and
- Resolution Calling May 2, 2023, Elections.

**Legal Matters**

Consider Approval of 2023 Joint Annual Administrative Resolution Ms. Murphy presented the 2023 Joint Annual Administrative Resolution to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the 2023 Joint Annual Administrative Resolution.

Discuss and Review Insurance General Liability Schedule and Limits, Consider Authorization to Bind Coverage Ms. Murphy reviewed the general liability schedule and limits with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the General Liability Schedule and authorized legal counsel to bind coverage with no excess liability coverage.

Consider Approval of Joint Contractor Agreement with Heatherly Creative for Website Maintenance and Management Ms. Murphy presented Joint Contractor Agreement for Website Maintenance and Management to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Joint Contract Agreement with Heatherly Creative for Website Maintenance and Management.

Discuss Board Member Contact Emails for District Website Ms. Murphy presented Contact Emails for District Website to the Boards. Following discussion, and a motion duly made and

seconded, the Boards unanimously approved generic email addresses.

Updates Regarding 2023  
Operation Plans and Board  
Member Appointments

Ms. Murphy provided an update on the approval of 2023 Operating Plans and Board Member Appointments to the Boards.

Other Legal Matters

None.

**Financial Matters**

Review Property Tax  
Summary, Cash Position  
and Unaudited Financial  
Statements

Deferred.

Consider Approval of  
Claims Listing

Deferred.

Public Hearing on 2022  
Budget Amendment (*if  
necessary*)

Not Necessary.

Consider Approval of  
Resolution Amending the  
2022 Budget (*if necessary*)

Not Necessary.

Public Hearing on 2023  
Budget (District No. 1)

Director Fellows opened the public hearing on the proposed 2023 Budget. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of  
Resolution Adoption the  
2023 Budget (District No. 1)

Ms. Wheeler reviewed the 2023 Budget Resolution with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation.

Public Hearing on 2023  
Budget (District No. 2)

Director Fellows opened the public hearing on the proposed 2023 Budget. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolution Adoption the 2023 Budget (District No. 2)

Ms. Wheeler reviewed the 2023 Budget Resolution with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation.

Consider Authorization for filing 2022 Applications for Exemption from Audit

Ms. Wheeler presented filing 2022 Applications for Exemption from Audit. Following discussion, and a motion duly made and seconded, the Boards unanimously approved Authorization for filing 2022 Applications for Exemption from Audit.

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)  
Secretary for the Meeting, District No. 1

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

  
Dustin Anderson (Sep 26, 2023 14:54 MDT)  
Secretary for the Meeting, District No. 2

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