

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: Monday, June 26, 2023 at 3:30 p.m. 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 were in attendance:

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

Also present were Megan J. Murphy, 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 Schuler,  
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

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. Ms. Murphy  
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. Ms. Murphy advised the Boards that any item may be removed from the consent agenda to the special agenda upon the request of any director. No items were requested to be removed. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- May 25, 2023 Joint Regular Meeting Minutes.

**Financial Matters**

**Review Unaudited Financial Statements**

None.

**Consider Approval of Claims Listing in the amount of \$9,097.85 (District Nos. 1-9)**

Ms. Wheeler reviewed the Claims Listing in the amount of \$9,097.85 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.

**Consider Approval of Claims Listing in the amount of \$507.28 (Windler Homestead)**

Ms. Wheeler reviewed the Claims Listing in the amount of \$507.28 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 None.

**Construction Update** Mr. Fix provided an update to the Boards noting that the E-470 project is going very well, installation of the utilities on 56<sup>th</sup> Avenue has started, the overall grading of the site is underway and about 40-50% complete, and the grading on the Patrinely parcel is 50% certified and 90% complete.

**Legal Matters**

Update on the 48th Ave Dedication and Easements Director Fellows noted they met with Green Valley Ranch this morning and an update on the 48<sup>th</sup> Avenue dedication and easements should be provided later this week.

Consider Adoption of First Amendment to 2023 Joint Annual Administrative Resolution Ms. Murphy reviewed the First Amendments to the 2023 Joint Annual Administrative Resolution with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution changing the regular meetings to the last Monday of each month at 3:30 p.m.

Other Legal Matters None.

**Other Business** None.


**Director’s Items**

Update on Aerotropolis Regional Transportation Authority (“ARTA”) Director Fellows noted there was a preliminary meeting with ARTA and the initial cash contribution discussed was \$5.7 million. Director Fellows informed the Boards that number should be closer to \$12 million and should be reevaluated.

Update on Status of Recreation Center Director Fellows noted the developer is looking into a simplified approach for the recreation center with a community center with an outdoor pool in the \$5-8 million cost estimate range.

**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 (Aug 7, 2023 10:13 MDT)

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 31st day of July, 2023.