MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

WINDLER PUBLIC IMPROVEMENT AUTHORITY

Held: Thursday, May 20, 2021, at 11:45 a.m. via teleconference

Due to the Executive Order issued by Governor Polis on March 25, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-24 implementing the Executive Order, issued by the Colorado Department of Health and Environment on March 26, 2020, the meeting was held via teleconference.

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| Attendance | The special meeting of the Board of Directors (the “Board”) of the Windler Public Improvement Authority (the “Authority”) was called and held as shown in accordance with the Colorado law. The following directors confirmed their qualification to serve on the Board:  Chris Fellows  Tim O’Connor  Tom Kaufman  Also present were Matt Ruhland of Collins Cockrel & Cole, P.C; Diane Wheeler of Simmons & Wheeler, P.C.; Megan J. Murphy of White Bear Ankele Waldron and Tanaka; Barney Fix of Merrick & Company; and Katie McVey of Piper Sandler. |
| Call to Order | Director Fellows noted that a quorum of the Board was present and the directors confirmed their qualifications to serve. |
| Disclosure Matters | Mr. Ruhland advised the Board that, pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. Mr. Ruhland reported that written disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State prior to the meeting. The Board reviewed the agenda for the meeting, following which each director confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required by Colorado law, to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act. |
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| Approval of Agenda | Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the agenda as amended. |
| Public Comment | None. |
| Designation of Officers | Following discussion and upon motion duly made, seconded and unanimously carried, the Board designated officers as follows:  Chris Fellows – President  Tim O’Connor – Secretary/Treasurer  Tom Kaufman – Assistant Secretary |
| 2021 Budget Hearing | Chair Fellows then opened the public hearing on the 2021 Budget and presented the proposed 2021 Budget. Thereupon, Chair Fellows closed the public hearing.  Ms. Wheeler presented and reviewed the proposed 2021 Budget and responded to questions. Upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the Resolution to Adopt Budget and Appropriate Sums of Money, thereby approving and certifying the 2021 Budget. Mr. Ruhland was directed to file the 2021 Budget with the Division of Local Government, in accordance with statute. |
| Open Records | Mr. Ruhland presented and reviewed the Resolution Designating the Official Custodian of Records and Adopting a Policy on Responding to Open Records Requests. Upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board adopted the Resolution Designating the Official Custodian of Records and Adopting a Policy on Responding to Open Records Requests, designating Collins Cockrel & Cole, P.C. as the official custodian of the Authority. |
| Records Management Manual | Mr. Ruhland discussed the requirements for management of the District’s records. He reported that the Colorado Special District Association has a manual that may be used. Following discussion, upon a motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board adopted using the Colorado Special District Association’s Records Management Manual. |
| Resolution Designating Posting Location | Following discussion, upon a motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board adopted the Resolution Designating Posting Location as East 56th Avenue and Gun Club Road as the designated posting location. |
| Public Officials’ Liability Insurance Coverage and  General Liability Insurance Coverage | Deferred. |
| Special District Association Membership | Deferred. |
| Indemnification Resolution | Mr. Ruhland presented and reviewed the law relating to liability of public officials and the proposed Indemnification Resolution providing for personal protection of the Directors, officers and employees of the Authority. Following discussion, upon a motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board adopted the Indemnification Resolution. |
| Consumer Data Privacy Policy | Mr. Ruhland presented and reviewed the Resolution Adopting Consumer Data Privacy Policy. Following discussion, upon a motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board adopted the Resolution Adopting a Consumer Data Privacy Policy. |
| Tax ID Numbers. | Mr. Ruhland presented the Application for the Federal Employer Identification Number, Colorado Sales Tax Exemption Number and the Public Deposit Protection Act Identification Number for the District. Upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the Applications and directed Mr. Ruhland arrange for the appropriate filings. |
| Authority Bank Accounts | Following discussion, upon a motion duly made by President Fellows, seconded by Director O’Connor and unanimously carried, the Board directed Simmons & Wheeler, P.C., once engaged, to establish a checking account for the Authority and authorize each the Directors to be authorized signatories and requiring two (2) director signatures on all checks. |
| Engagement of Collins Cockrel & Cole, P.C. | Following discussion and upon a motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of Collins Cockrel & Cole, P.C. as the Authority’s general counsel. |
| Engagement of Simmons & Wheeler, P.C. - Accountant | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of Simmons & Wheeler, P.C. as the Authority’s accountant. |
| Engagement of Merrick - Engineer | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of Merrick as the Authority’s engineer. |
| Special Disclosure of Costs of Legal Services in Connection with Bonds – Collins, Cockrel and & Cole, P.C. | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the Special Disclosure, subject to final review and approval by President Fellows and legal counsel. |
| Engagement of Simmons & Wheeler, P.C. – Financial Forecast | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of Simmons & Wheeler, P.C., subject to final review and approval by President Fellows and legal counsel. |
| Engagement of Merrick – Bond Issuance Engineer Services | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of Merrick, subject to final review and approval by President Fellows and legal counsel. |
| Engagement of Sherman & Howard, LLC | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of Sherman & Howard, LLC as the Authority’s disclosure counsel, subject to final review and approval by President Fellows and legal counsel. |
| Engagement of Ballard Spahr | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of Ballard Spahr as the Authority’s bond counsel, subject to final review and approval by President Fellows and legal counsel. |
| Engagement of North Slope Capital Advisors | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of North Slope Capital Advisors as the Authority’s municipal advisor, subject to final review and approval by President Fellows and legal counsel. |
| Engagement of Piper Sandler | Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the engagement of Piper Sandler as the Authority’s underwriter, subject to final review and approval by President Fellows and legal counsel. |
| Engagement of THK Associates, Inc. | Following discussion and upon motion duly made by President Fellows, seconded by Director O’Connor and unanimously carried, the Board approved the engagement of THK Associates, Inc. to conduct the Market Study for the Authority. |
| Bill.com | Ms. Wheeler noted that Simmons & Wheeler, P.C. is now using www.bill.com for payment of claims. Following discussion and upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board authorized Ms. Wheeler to move forward with setting up the Authority’s account with the billing company. |
| Adjournment | There being no further business to come before the Board the meeting was adjourned. |



Secretary for the Meeting