MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

WINDLER PUBLIC IMPROVEMENT AUTHORITY

Held: Thursday, December 16, 2021, at 12:15 p.m. at 5750 DTC Parkway, Suite 210, Greenwood Village, Colorado 80111 and via zoom link.

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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 (via zoom)  Tim O’Connor  Tom Kaufman (via zoom)  Absent (Excused):  None.  Also present were Matt Ruhland of Collins Cockrel & Cole, P.C (via zoom); Diane Wheeler of Simmons & Wheeler, P.C.; Barney Fix of Merrick & Company (via zoom); John Guzman of Advance HOA (via zoom); Clint Waldron of White Bear Ankele Tanaka & Waldron (via zoom); and Dustin Anderson, Alberta Development. |
| Call to Order | President 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. |
| Approval of Agenda | Following discussion and upon motion made by President Fellows, seconded by Director O’Connor and unanimously carried, the Board approved the agenda. |
| Public Comment | None. |
| Meeting Minutes | Mr. Ruhland presented the Board with the November 18, 2021 Meeting minutes. Upon motion duly made by President Fellows, seconded by Director Kaufman and unanimously carried, the Board approved the minutes from the November 18, 2021 Meeting as presented. |
| Requisition of Funds No. 5 | Mr. Fix presented the Requisition of Funds No. 5 in the amount of $67,131.30. Following discussion, a motion duly made by President Fellows, seconded by Director O’Connor, the Board approved the Requisition of Funds No. 5. |
| Contract with DLR Group Inc. re Windler Community Center | Mr. Fix discussed the Contract with DLR Group, Inc. regarding the Windler Community Center. Following discussion, a motion duly made by President Fellows, seconded by Director Kaufman, the Board approved the Contract subject to final review and negotiation with President Fellows and legal counsel. |
| Services Agreement with Civitas regarding Discovery Park Design Services | Mr. Ruhland discussed the Services Agreement with Civitas regarding Discovery Park Design Services with the Board. Following discussion, a motion duly made by President Fellows, seconded by Director O’Connor, the Board approved the Services Agreement with Civitas. |
| Construction Update  Engagement of Legal Counsel | None.  Mr. Ruhland discussed the Notice of Transition that was submitted to advise the Board of the fact that Collins Cockrel & Cole, P.C. would cease practicing law as of December 31, 2021 and that he would be joining a new firm, Cockrel Ela Glesne Greher & Ruhland, P.C. beginning on January 1, 2022. Mr. Ruhland further advised the Board that the District would need to seek new legal counsel, it could be Cockrel Ela Glesne Greher & Ruhland, P.C. or any other attorney. Following discussion, a motion duly made by President Fellows, seconded by Director Kaufman, the Board approved engagement of Cockrel Ela Glesne Greher & Ruhland, P.C. as the District’s general counsel as of January 1, 2022 |
| Other Matters | None. |
| Adjournment | There being no further business to come before the Board the meeting was adjourned. |



Secretary for the Meeting