

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

THE VILLAGE AT WINTER PARK RESORT METROPOLITAN DISTRICT NOS. 1-3 ("Districts")

Held: May, 3, 2019 at 9:00 a.m. at:

85 Parsenn Road
Winter Park, Colorado

ATTENDANCE

A Regular Meeting of the Board of Directors of The Village at Winter Park Resort Metropolitan District Nos. 1-3, County of Grand, Colorado ("Boards"), was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Brian VandenBroek
Jennifer Armstrong
Jennifer Ingrassia
Monty Waugh

Absent but excused:
Doug Laraby

Also present were:
Casey K. Lekahal Esq., White Bear Ankele Tanaka; and Kevin Collins, District Accountant.

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Attorney Casey K. Lekahal discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Casey K. Lekahal that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Agenda: The Agenda for the District's regular meeting was distributed for the Boards' review. Following discussion and upon motion duly made and seconded the Boards unanimously approved the Agenda.

Minutes: The Board reviewed the minutes from the November 28, 2019, regular meeting. Following discussion, upon motion duly made seconded and, unanimously carried, the Board approved the meeting minutes.

Public Comment: None.

CONSENT AGENDA

Mr. Lekahal presented the items on the consent agenda to the Boards for consideration. Mr. Lekahal advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested removed from the consent agenda. Upon motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted.

Joint Resolution Designating the 24 Hour Posting Location

FINANCIAL
MATTERS

Approval of 2018 Audit (District No. 1): The Boards engaged in a general discussion regarding the Approval of the 2018 Audit for District No. 1. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the 2018 Audit for District No. 1.

Ratify Applications for Exemption from 2018 Audit (District No. 2 and 3): The Boards engaged in a general discussion regarding the 2018 Exemption from Audit for District Nos. 2 & 3. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the exemptions.

Approval of Payables/Financials: The Boards engaged in a general discussion regarding the Approval of Payables/Financials. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the payables/financials.

DIRECTOR
MATTERS

Appointment of Directors: The Boards engaged in a general discussion regarding the Appointment of Directors. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the appointment of Monty Waugh to the Boards.

Administer Oath/Certificate of Appointment/Affidavit of Qualification: Mr. Lekahal administered the Oath of Office to Mr. Waugh. Mr. Waugh executed his Oath of Office, Certificate of Appointment, and Affidavit of Qualification.

Election of Officers: The Board engaged in a general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved Mr. Waugh as Assistant Secretary.

OTHER BUSINESS


Certified Costs and Additional Financing: The Board engaged in a general discussion regarding certified costs and additional financing options. No action was taken.

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 record constitutes a true and correct copy of the Minutes of the above-referenced meeting.

The foregoing minutes were approved by the Boards of Directors on the 4th day of October, 2019.


Secretary