

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARD
OF DIRECTORS

OF

THE VILLAGE AT WINTER PARK RESORT
METROPOLITAN DISTRICT NOS. 1-3

Held: Friday, November 18, 2022 at 9:00 a.m.

The meeting was held via teleconference.

Attendance

The joint special meeting of the Board of Directors of The Village at Winter Park Resort Metropolitan District Nos. 1-3 was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance:

Jennifer Ingrassia (District Nos. 1-3)
Doug Laraby (District Nos. 1-3)
Jennifer Armstrong (District Nos. 1 & 3)
Autumn Penny (District Nos. 1-3)
Jason Trow (District No. 2)

Director Paul Thorpe was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were William P. Ankele, Jr., Trisha K. Harris, White Bear Ankele Tanaka & Waldron, Attorneys at Law; Jason Carroll and Janece Soendker, CliftonLarsonAllen.

Call to
Order/Declaration of
Quorum

It was noted that a quorum of the Board was present, and Director Ingrassia called the meeting to order at 10:04 a.m.

Conflict of Interest
Disclosures

Mr. Ankele advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Ankele reported that disclosures for those directors with 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. Mr. Ankele noted that a quorum was present and 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 Boards determined that 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 herein, 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.

Approval of Agenda

Mr. Ankele presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Mr. Ankele reviewed the items on the consent agenda with the Boards. Mr. Ankele 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 to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were approved, ratified, and adopted.

- Consider Approval of June 24, 2022, Joint Special Minutes*
- Consider Adoption of 2023 Joint Annual Administrative Resolution
- Consider Ratification of 2021 Consolidated Annual Report
- Consider Approval of District Website Maintenance and Management with Heatherly Creative for Website Maintenance Services
- Consider Approval for Renewal of General Liability Schedule and Limits Consider Approval and Authorization to Bind Coverage, Renewal of Special District Association of Colorado Membership, Payment of Agency Fee, and Inclusion of Workers' Compensation Coverage

The minutes from the June 24, 2022 Joint Special Meeting were approved subject to revision on page four to refer to the "HOA" by its specific name.

Legal Matters

Consider Adoption of Resolution Calling the May 2, 2023 Election

Mr. Ankele presented the Resolution Calling the May 2, 2023 Election to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Financial Matters

Consider Approval of Payables/Financials

Ms. Soendker presented the Payables and Financials to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the payables and financials.

Conduct Public Hearing on 2022 Budget Amendments and Consider Adoption of Resolutions Amending 2022 Budget

Amendments to the 2022 Budgets were not needed.

Conduct Public Hearing on 2023 Budgets and Consider Adoption of Resolutions Adopting 2023 Budgets, Imposing Mill Levy and Appropriating Funds

Director Ingrassia opened the public hearing on the proposed 2023 Budget. Mr. Ankele noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting.

Ms. Soendker presented the 2023 budgets and the Memorandum Regarding Existing Debt and discussed the scenarios attached thereto with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously moved to continue the meeting and public hearing on Monday, November 28, 2022 at 9:00 a.m.

Consider Approval of CLA Master Services Agreements and Statements of Work

The matter was deferred to the November 28, 2022 meeting.

Consider Auditor Proposal from Fiscal Focus Partners, Inc., for 2022 Audit (District No. 1)

The matter was deferred to the November 28, 2022 meeting.

Discuss Memorandum regarding Repayment of Existing Debt

The matter was deferred to the November 28, 2022 meeting.

Other Business

Next Meeting

November 28, 2022.

Adjourn

There being no further business to come before the Boards, and following discussion and upon a 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.

Doug Laraby

Secretary for the Meeting

The foregoing minutes were approved on the 28th day of November, 2022.