



**RECORD OF PROCEEDINGS
MINUTES OF THE COMBINED SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NO. 4**

HELD: Friday, April 26, 2024, at 4:00 p.m. at 6254 Vernazza Way, Windsor, Colorado 80550.

ATTENDANCE/DECLARATION OF QUORUM:

The special meeting of the Boards of Directors of the Windsor Highlands Metropolitan District No. 4 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with a quorum of each of the Boards of Directors present and with the following directors present and acting:

Directors Rick Koza, Greg Michalik present, Director Mary Stover, Chris Coan, and Gerald Helton were present via teleconference.

Guy Johnson, Jackie Johnson were present from the District and David S. O’Leary of Spencer Fane LLP present via teleconference, along with several homeowners (see sign in sheet) were also present.

CALL TO ORDER:

Director Mary Stover called the District meetings to order at 4:03 pm.
And introductions of the board were made.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:

Mr. Johnson reported that all the Board members are registered to vote in Colorado and are residents and/or owners of taxable real or personal property within the Districts. Mr. Johnson informed the Board that the official bonds had been obtained with our insurance and that all the Board members had been administered the Oaths of Office. Thereupon, the directors assumed their duties as members of the Board of Directors.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Johnson discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and with the District at least 72 hours prior to a meeting in which a potential conflict may arise. In addition, each director is to verbally reveal his potential conflicts of interest to the Board at the start of the meeting in which the conflict may arise.

CONSIDER APPROVAL OF AGENDA:

The Board reviewed the agenda for Districts.

Upon motion duly made by Director Mary Stover, seconded by Director Greg Michalik, and unanimously carried to approve the agenda.

CONSIDER APPROVAL AND RATIFICATION OF WHMD 2024 RESOLUTIONS AUTHORIZING FIRST AMENDMENT TO 2019 LOAN:

The board was presented with Resolutions Authorizing the First Amendment to the 2019 Loan (Extension Maturity) and related Documents

Windsor Highlands Metropolitan District #4 2024 First Amendment to 2019 Loan Agreement, After further discussion,
Upon motion duly made by Director Greg Michalik, seconded by Director Mary Stover, and unanimously carried to approve the Windsor Highlands Metropolitan District #4 First Amendment to the 2019 Loan Agreement.

Windsor Highlands Metropolitan District #4 2024 Replacement of 2019 Note, After further discussion,
Upon motion duly made by Director Mary Stover, seconded by Director Rick Koza, and unanimously carried to approve the Windsor Highlands Metropolitan District #4 2024 Replacement of 2019 Note.

Windsor Highlands Metropolitan District #4 2024 Reissuance of 8038-Gv1, After further discussion,
Upon motion duly made by Director Greg Michalik, seconded by Director Mary Stover, and unanimously carried to approve the Windsor Highlands Metropolitan District #4 2024 Reissuance of 8038-Gv1.

Windsor Highlands Metropolitan District #4 2024 Supplemental Tax Certificate, After further discussion,
Upon motion duly made by Director Rick Koza, seconded by Director Greg Michalik, and unanimously carried to approve the Windsor Highlands Metropolitan District #4 2024 Supplemental Tax Certificate.

OTHER MATTERS:

With no other matters before the board, this portion of the meeting was closed.

PUBLIC COMMENTS:

At this time Director Mary Stover asked why District #4 was approving and signing the loan extension and bond documents and not District #5. Mr. O'Leary stated that bond and loans were issued from taxing districts with residents such as #4, District #5 was not a taxing district, nor did it have residents living there. He also stated that District#1, #2, #3 would be pledging their tax revenue to the bond with it was issued.

ADJOURNMENT:

Upon confirmation that there were no additional matters and following a request and receiving no further discussion, upon motion duly made by Director Mary Stover, seconded by Director Greg Michalik, and unanimously carried, the Board adjourned the April 26, 2024, No. 4 at 4:15 pm.

The foregoing minutes constitute a true and correct copy of the minutes of the above-referenced meeting and were approved by the Board of Directors of Windsor Highlands Metropolitan District Nos. 1 - 5.



Guy D. Johnson, Secretary for the Meeting