

MINUTES OF THE REGULAR MEETING OF THE BOARD OF  
DIRECTORS

OF

WYNDHAM HILL METROPOLITAN DISTRICT NO. 2

Held: 6:00 p.m. on April 27, 2023, held via Zoom teleconference.

Attendance/Qualification

A regular meeting of the Board of Directors of Wyndham Hill Metropolitan District No. 2 was held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Board, were in attendance:

Jessica Brothers  
Shannon Hochstetler  
Jon R. Lee

Director Charles Burr was absent. All director absences are deemed excused unless otherwise noted in these minutes.

*Also present for the Districts: K. Sean Allen, Esq., White, Bear Ankele, Tanaka & Waldron, Attorneys at Law, District general counsel.*

Call to Order/Quorum

Director Hochstetler noted that a quorum was present and called the meeting to order.

Disclosure Matters

Mr. Allen advised the Board that, pursuant to Colorado law, certain disclosures by the Directors may be required prior to taking official action at the meeting. The agenda for the meeting was reviewed, following which each Director confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The disclosure certificates, having been available for review by the Directors, were made part of the official minutes of the meeting by reference. The Board determined that participation by the Directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Agenda

The Directors reviewed the agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Approval of Minutes –  
October 27, 2022

Mr. Allen presented the Board with the minutes from the October 27, 2022 meeting for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously

approved the minutes as presented.

## **Development Update**

Director Lee provided a general update to the Board regarding overall development status within the Wyndham Hill community and status of the Town's approval of development plats.

## **Financial Matters**

### **Financial Statements and Payables**

Director Brothers provided the Board with financial statements dated March 31, 2023 and payables. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the financial statements and ratified the payables as presented.

### **2022 Audit**

Director Brothers noted that the 2022 Audit is currently in process and they are waiting on a draft from the auditor.

## **General Matters**

### **Discuss Cancelled Director Election; Board Vacancies/Appointments; Officer Designations**

Mr. Allen noted that since there were not more Self Nomination and Acceptance Forms received than vacant positions on the Board, the May 2, 2023 Director Election has been cancelled. Following discussion, the Board designated Director Hochstetler as President and Director Brothers as Secretary/Treasurer.

### **Consider Adoption of 2023 Annual Administrative Resolution**

Mr. Allen presented the 2023 Annual Administrative Resolution to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

### **Consider CLA Engagement for Accounting Services; CDA Designation**

Director Brothers reported that the District's accounting contractor has given notice that it will be suspending its District accounting services. The Board engaged in general discussion regarding the engagement of CliftonLarsonAllen LLP for District accounting services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of CliftonLarsonAllen LLP for District accounting services.

### **Consider 2023 Construction Management Renewal and Rates**

The Board noted this service is no longer needed since public improvement construction by and within the District is complete.

## **Public Comment**

None.

## **Next Meeting**

The next regular meeting is scheduled for October 26, 2023.

Mr. Allen discussed the new law regarding the annual meeting

noting that it is a no action meeting to discuss the status of public improvements, debt, unaudited financials revenues/expenses to budget year to date, questions and answers. The Board acknowledged the new law and determined it will hold the annual meeting first followed by the regular meeting and budget hearing.

### **Adjournment**

There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing minutes were approved by the Board of Directors and approved on October 26, 2023 and constitute a true and correct copy of the minutes of the above-referenced meeting.



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Secretary for District