



**RECORD OF PROCEEDINGS  
MINUTES OF THE COMBINED SPECIAL MEETING  
OF THE BOARDS OF DIRECTORS OF  
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NOS. 5-10**

**HELD:** Tuesday, March 19, 2024, at 10:00 a.m. at 6795 Crystal Downs Drive, Windsor, Colorado 80550

**ATTENDANCE:**

The combined special meeting of the Boards of Directors of the Windsor Highlands Metropolitan District Nos. 5-10 (collectively, the “Board”) 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:

Directors Warren Turner, Emily Kupec, and Jon Turner were physically present.

Director Martha Turner was absent and excused.

Guy Johnson, Jackie Johnson was present from the District and David S. O’Leary of Spencer Fane LLP.

**CALL TO ORDER:**

Director Jon Turner called the District meetings to order at 10:01 a.m.

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.

At this time Mr. Johnson stated that board seats should be determined for each board or left the same, for each of the districts, No. 5 through No. 10, Mr. Johnson stated you could leave the board of directors’ seats as is or nominate yourself or another resident board member of your District, to be President and/or secretary.

Per the board members, District No. 5 through No. 10, will remain the same, Jon Turner President, Emily Kupec Secretary.

**DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:**

Mr. O’Leary 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 today’s meeting, March 19, 2024.

Upon motion duly made by Director Jon Turner, seconded by Director Emily Kupec, and unanimously carried to approve the agenda.

**CONSIDER APPROVAL OF MINUTES:**

The meeting minutes of December 05, 2023, meeting minutes from the past meeting were presented and discussed,

Upon motion duly made by Director Jon Turner, seconded by Director Emily Kupec, and unanimously carried to approve the meeting minutes of December 05, 2023.

**PUBLIC COMMENTS:** At this time Director Emily Kupec opened the meeting for public comments, having no public input at this time this portion of the meeting was closed.

**CONSIDER APPROVAL OF RESOLUTION OF AUDIT EXEMPTION FOR DISTRICTS #6, 7, AND 10:**

Mr. Johnson reviewed with the Board the Resolution to file the exemptions on-line for the 2023 exemptions. It was noted that if revenues or expenditures for a district are less than \$750,000.00 in 2023, the district may file application for Exemption from Audit on or before March 31st. After further discussion on the matters and.

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried to approve the Resolution to file the audit exemptions online with the State Auditors Department for District 6, 7, & 10 2023 exemptions from audits as appropriate and to take such further action as necessary to complete and file these documents with the necessary

**FINANCIAL REPORT:**

**CONSIDER APPROVAL AND RATIFICATION OF PAYABLES**

Mr. Johnson reviewed with the Board the expenditures for WHMD #5-10 November 2023 through February 2024 with the total of \$166,083.87, After further discussion on the matters there were no other questions.

Upon motion duly made by Director Warren Turner, seconded by Director Jon Turner, and unanimously carried, the Board approved the payable of WHMD #5-10 November 2023 through February 2024 with the total of \$166,083.87.

**DISTRICT LEGAL COUNSEL REPORT:**

Mr. O'Leary stated he has nothing additional to report at this time.

**DISTRICT MANAGERS REPORT:**

Mr. Johnson reviewed and discussed the managers' report for WHMD 5-10 with the Boards. Guy also brought up the SDA regional workshops for board members to be able to attend. Board members are going to reach out if they are interested.

**1. Site Work:**

- a. Fence inspections and get long term plan going for fence replacements.
- b. Will check site for dead trees in June, will replace as budget allows.
- c. Vernazza clubhouse: changing out the doors for high security doors and changing out gates for automatic closing gates as required. Guy also brought up , will bring in corn hole, ping-pong and new turf as funds allow.
- d. Talk on Country Farms, snow removal.
- e. Talk on lake storage west of Vernazza townhomes
- f. Checking on detention areas and cleaning drain pans.
- g. The District will try to get final acceptance of Fairgrounds starting in May. LDR will walk with Loveland rep.

**2. Web Site:**

- a. Web site is updated for all Districts, will add documents as needed.
- b. Looking into changing out District website (Square).

**3. Office:**

- a. District Audits exemption was completed, put on State web site, along with link from DOLA.
- b. Residents signing up on web site, all e-mails will come from web site.

**4. Office:**

- c. District Audits exemption was completed, put on State web site, along with link from DOLA.
- d. residents signing up on web site, all e-mails will come from web site.
- e. District Audits were completed in July, put on State web site, along with link from DOLA.
- f. New audits for 2023 start in May of 2024.

**OTHER MATTERS:**

The Board noted there were no other matters at this time.

**ADJOURNMENT:**

Upon confirmation that there were no additional matters and following a request and receiving no further discussion, upon motion duly made by Director Join Turner, seconded Director Emily Kupec, and unanimously carried, the Board adjourned the March 19, 2024, Nos. 5-10 at 10:40 am.

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. 5-10.

A handwritten signature in blue ink, appearing to read "G. D. Johnson", with a long horizontal flourish extending to the right.

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Guy D. Johnson Secretary for the meeting