



**RECORD OF PROCEEDINGS  
MINUTES OF THE JOINT ORGANIZATIONAL MEETING  
OF THE BOARDS OF DIRECTORS OF  
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NOS. 1-10**

**HELD:** Thursday, April 19, 2018, at 9:00 a.m. at 6795 Crystal Downs Drive, Windsor, Colorado 80550

**ATTENDANCE:**

The joint organizational meeting of the Boards of Directors of the Windsor Highlands Metropolitan District Nos. 1-10 (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:

Michael J. DiTullio  
Martha Turner  
Jon Turner

Ed Ryan  
Shareen Baker  
Emily Kupec

Director Andy Krill was present via telephone, Directors Christopher Frye, James Miller, Dino DiTullio, Jennifer DiTullio was not present, absences excused.

Guy Johnson from the District and numerous homeowners, please see the attendance sheet were also present.

**CALL TO ORDER:**

Jon Turner called the meeting to order at 9:03 a.m.

**QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:**

All of the Board members are registered to vote in Colorado and are residents and/or owners of taxable real or personal property within the Districts. The Board was informed that the official bonds had been obtained and that all of 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:**

Guy 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 the Secretary of 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.

**DISCUSSION OF OPEN MEETING REQUIREMENTS/POSTING REQUIREMENTS:**

Guy Johnson discussed the open meeting requirements and the posting requirements for the Districts, noting that any non-social meeting of three or more of the directors constituted an official meeting, and that notice of a meeting for the Districts is to be (1) provided to each Board member, and (2) posted in at least three public places within the Districts at least 72 hours in advance of the meeting, and (3) at the same time, a copy of such notice is to be posted at the office of the County Clerk and Recorder. If possible, the posting should include specific agenda information. Mr. Johnson further noted that notice of this joint organizational meeting had been so posted.

**APPROVAL OF AGENDA:**

The Board reviewed the agenda,

Upon motion was made by Director Jon Turner District 5 and seconded by Director Michael J. DiTullio District 5 and Ed Ryan District 1 and unanimously carried to approve the agenda.

**APPROVAL OF MINUTES:**

The meeting minutes of December 05, 2017 was presented and discussed,

Upon motion made by Director Jon Turner and seconded by Director Mike DiTullio both of District 5 and Director Ed Ryan of District #1 and unanimously carried to approve the meeting minutes of December 05, 2017.

**PUBLIC COMMENTS:** (Public comments is open form, District tries to get all comments in minutes)

The Board opened the floor for Public Comments and the Board recognized Judy Powell of 6415 Crooked Stick Dr, Mrs. Powell’s comment was she heard a hotel was going to be built at the golf course. Director Jon Turner stated the developer was approached by a commercial developer in reference to this idea no plans had been determined. Mrs. Powell was interested in if the tennis facility would be moved. Director Jon Turner stated the tennis facility owner stated it was a low priority, and nothing was planned at this time. Mrs. Powell stated heard that an Assisted Living facility was being built in the District. Director Jon Turner stated the developer was looking into a Senior Facility however, at this time it is just talk. No set plans at this time. Mrs. Powell asked if the pool would be selling Out of District Membership again this year, Guy Johnson stated that pool would be selling out of District memberships again this year. However, the district is offering less at \$450.00 each.

The Board recognized Patrick Mitchell of 6046 Bromborough Drive, Mr. Mitchell stated he just wanted the Board to know he felt there was water issues in and around the patio homes area. The residents are worried that there will be more water issues once irrigation season starts.

The Board recognized Linda Gauthe of 6252 Crooked Stick Drive, Mrs. Gauthe concerns were the pool and the lack of cleaning that the lifeguards did, she also stated the life guards were not being attentive to residents checking in, she also wanted to know if there would other pools in District 6 and if all residents were going to be able to use those pools also. Guy Johnson stated he would speak to A & B Pool services to assure that they were cleaning and being attentive to the residents checking in. Director Jon Turner stated if other pools were built it would depend on if the pools were HOA owned or District owned.

The Board recognized Jon Havekot of 6447 Murano Drive, Mr. Havekost would like to see additional mulch added to areas around the Murano Patio homes by the golf course. Guy Johnson stated that he had already instructed the Contracted maintenance crew of the golf course to add mulch to this area since it was gold course property.

The Board recognized Ron Rudolf of 6387 Crooked Stick Drive, Mr. Rudolf requested that dead trees in the park by his house be replaced, Guy Johnson stated that he had noted these trees and had on the list to be replaced when the weather permitted.

With no further Public comments, this portion of the meeting was closed

**APPROVAL & RATIFICATION FOR THE DISTRICT MANAGER TO PREPARE THE 2019 BUDGETS:**

Mr. Guy Johnson stated the Budgets were due the Board of Directors by October 15 each year and would need the Boards direction to prepare said budgets.

Upon motion duly made by Director Jon Turner District and Martha Turner seconded both of No. 5, and Director Shareen Baker of District #1 and unanimously carried, the Board approved the District Manager to prepare the 2019 Budgets.



**APPROVAL & RATIFICATION FOR THE DISTRICT TO PREPARE FOR ANNUAL AUDIT/EXEMPTIONS:**

Mr. Guy Johnson stated the District needed to prepare the information for the Audit firm to file the Audits and Audit Exemptions.

Upon motion duly made by Director Jon Turner and seconded by Director Martha Turner of District 5, and unanimously carried, the Board approved the District Manager to prepare the information needed to file the annual Audits and Audit Exemptions.

**FINANCIALS:**

Mr. Guy Johnson reviewed with the Board the expenditures for December 2017 through March 2017 totaling \$203,550.48,

Upon motion duly made by Director Jon Turner of District 5, seconded by Director Shareen Baker of District 1 and Director Mike Turner of District 5 and unanimously carried; the Board approved the payable for December 2017 through March 2017 totaling \$203,550.48.

Mr. Guy Johnson reviewed with the Board the actual expenditures to date and the budgeted amount. The budget is in balance at this time. After no further discussion needed this portion of the meeting was closed.

**APPROVAL & RATIFICATION OF THE PROMISSORY NOTE:**

Mr. Guy Johnson stated the Promissory note required renewal yearly; Mr. Johnson noted the only change was the addition of interest for the prior year,

Upon motion duly made by Director Jon Turner of District 5, seconded by Director Mike DiTullio District 5 and Shareen Baker of District #1 and unanimously carried, the Board approved the Promissory Note for 2018.

**APPROVAL & AUTHORIZATION TO EXECUTE & UPDATE NECESSARY DOCUMENTS FOR BONDS/LOAN:**

Mr. Guy Johnson stated the Board needed to Authorize the update and extension of any necessary agreements or documents for the outstanding Bonds/Loans, approving this would ensure that all paper work was in order if the Board choose to re-finance or draw on the outstanding Bonds/Loans.

Upon motion duly made by Director Jon Turner District 5, seconded by Director Martha Turner, District 5 and Director Shareen Baker of District 1 and unanimously carried, the Board approved and authorize the update and extension of any necessary agreements or documents for the outstanding Bonds/Loans.

**DISTRICT LEGAL COUNSEL REPORT:**

Mr. Guy Johnson discussed the election cancellation, Mr. Pat Miller of 6021 Southern Hills Dr, completed the paper work to run for a Board seat on the Windsor Highland's Metro District #4, however, the decision was made to cancel elections and Director Martha Turner would resign May 3<sup>rd</sup> to allow Pat Miller to be appointed to the Windsor Highlands Metro District Board of Directors #4. Mr. Miller would be contacted on or before May 3<sup>rd</sup>, to complete the Oath of Office and any necessary paper work to complete the Board seat requirements.

**DISTRICT MANAGERS REPORT:**

Mr. Guy Johnson stated:

**1. Site Work:**

- a. Park off of Crooked Stick has new irrigation on the native grass side of the park. Grasses are coming in. As always takes a few years to fill in.
- b. Getting prices to fix irrigation and replace shrubs in mediums.
- c. Have a list of trees to remove and replace in 2018.
- d. Adding on new Districts, northwest of CR 5 and CR 30.

**2. Pool/Clubhouse:**

- a. No pool IGA's and/or agreements set up for WHMD pool.
- b. Will sale Out of District pool memberships.
- c. Adding heaters to basement equipment room.

**3. Web Site:**

- a. Web site is up dated, will add documents as needed.

**4. Office:**

- a. Having residents signing up on web site, all e-mails will come from web site.
- b. District Audits were completed in July.

**OTHER MATTERS:**

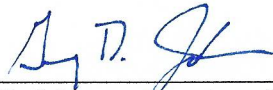
The Board noted that there were no others matters presented to the Board at this time and closed this portion of the meeting

**ADJOURNMENT:**

Following no further discussion,

Upon motion duly made by Director Jon Turner District 5, seconded Director Martha Turner District 5 and unanimously carried, the Board adjourned the joint organizational meeting of the Board of Directors of the Windsor Highlands Metropolitan District Nos. 1-6 at 9:30a.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of Windsor Highlands Metropolitan District Nos. 1-6.



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Guy D. Johnson, Secretary for the Meeting