



**RECORD OF PROCEEDINGS
MINUTES OF THE JOINT ORGANIZATIONAL MEETING
OF THE BOARDS OF DIRECTORS OF
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NOS. 6-10**

HELD: Tuesday, May 19, 2020 at 10:00 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. 6-10(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:

Director Chris Frye, Director Dino DiTullio, Director Jon Turner, Director Martha Turner, Director Emily Kupec, Director Any Krill and David O'Leary of **Spencer Fane**, was present via telephone,

Guy Johnson from the District, was physically present.

CALL TO ORDER:

Jon Turner called the meeting to order at 10:06 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 RESOLUTION ESTABLISHING ELECTRONIC BOARD MEETING POLICY:

Mr. O’Leary discussed the Resolution Establishing Electronic Board Meeting Policies, and the Declaration of Local Disaster Emergency, noting that due to the state stay at home orders and COVID-19 virus concerns for the health, safety and welfare of the board, residents and interested parties telephonic or electronic meetings should be held for the time being. There was no further discussion

Upon motion made by Director Jon Turner and seconded by Director Martha Turner and unanimously carried to approve the Resolution Establishing Electronic Board Meeting Policy and the Declaration of Local Disaster Emergency.

APPROVAL OF AGENDA:

The Board reviewed the agenda,

Upon motion was made by Director Martha Turner and seconded by Director Jon Turner and unanimously carried to approve the agenda.

APPROVAL OF MINUTES:

The meeting minutes of December 5, 2019 was presented and discussed,

Upon motion made by Director Jon Turner and seconded by Director Martha Turner and unanimously carried to approve the meeting minutes of December 05, 2019.

APPROVAL & RATIFICATION OF AGREEMENT REGARDING COVENANT OBLIGATIONS AND SUPPORT SERVICES:

Guy Johnson presented the Agreement Regarding Covenant Obligations and Support Services for WHMD #7 and Country Farms Village HOA, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Martha Turner and unanimously carried to approve the Regarding Covenant Obligations and Support Services for WHMD #7 and Country Farms Village HOA.

APPROVAL & RATIFICATION OF MASTER DECLARATIONS OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR SHUTTS SUBDIVISION THIRD FILINGS 9COUNTRY FARMS III/COUNTRY FARMS VILLAGE:

Guy Johnson present the Master Declaration of Covenants, Restrictions and Easements, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec and unanimously carried to approve the Master Declaration of Covenants, Restrictions and Easements.

APPROVAL & RATIFICATION OF RESOLUTION CONCERNING IMPOSITION OF DISTRICT SERVICES FEES:

David O’Leary present the Resolution Concerning the Imposition of District Service Fees, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec and unanimously carried to approve the Resolution Concerning the Imposition of District Service Fees.

APPROVAL & RATIFICATION OF REQUEST FOR PARTIAL CAPITAL PUBLIC IMPROVEMENT COST ACCEPTANCE FOR PUBLIC IMPROVEMENTS NOTICE NOS. 1 & 2:

Guy Johnson present the Request for Partial Capital Public Improvement Cost Acceptance for Public Improvements Notices Nos. 1 & 2, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Martha Turner and unanimously carried to approve the Request for Partial Capital Public Improvement Cost Acceptance for Public Improvements Notices Nos. 1 & 2.

APPROVAL & RATIFICATION OF RESOLUTION OF THE DISTRICTS TO REIMBURSE PARTIAL CAPITAL PUBLIC IMPROVEMENT NOTICES NOS. 1 & 2 FOR PUBLIC IMPROVEMENT COSTS AND EXPENSES IN THE AMOUNT OF \$2,081,191.27 AND \$1,656,922.01:

Guy Johnson present the Resolution for Partial Capital Public Improvement Notices Nos. 1 & 2 for Public Improvement Costs and Expenses in the amount of \$2,081,191.27 and \$1,656,922.01, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Martha Turner and unanimously carried to approve the Resolution for Partial Capital Public Improvement Notices Nos. 1 & 2 for Public Improvement Costs and Expenses in the amount of \$2,081,191.27 and \$1,656,922.01.

APPROVAL & RATIFICATION OF BOND REQUISITIONS AND DRAW NOS. 1 & 2:

Guy Johnson present the Bond Requisitions and Draw for Nos. 1 & 2, with no further discussion

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec and unanimously carried to approve the Bond Requisitions and Draws Nos. 1 & 2.

APPROVAL & RATIFICATION OF PAYABLES FROM DECEMBER 2019 – APRIL 2020:

Guy Johnson presented the payables for December 2019 – April 2020 totaling \$2,082,196.73, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Martha Turner and unanimously carried to approve the payables for December 2019 – April 2020 totaling \$2,082,196.73

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, seconded by Director Martha Turner and unanimously carried, the Board approved the Promissory Note.

DISTRICT LEGAL COUNSEL REPORT:

Mr. O'Leary stated that he nothing else to add at this time.

We have had May Election, the election was cancelled due to no one running encumbered, all Oaths of Office have been filed.

DISTRICT MANAGERS REPORT:

Mr. Guy Johnson stated:

1. Site Work:

- a. Highland Meadows Parkway, trees on south side of community were replaced and removed some in medium where new turn lane is to be put in.
- b. Working on pump house in tract H, will turn over to District No. 11.
- c. Have added on Districts, No.7: O and M fees to status letters.
- d. Have bond in District No. 8 set up and applying for draws for road construction. Third draw coming.
- e. Developer and District working to widening CR 5 or Fairgrounds.
- f. Working with Builder on Drainage on new Townhomes, will need to add slurry wall or some kind of pump dis-charge system. Will have to set up long range maintenance plan, for District and Town of Windsor.
- g. Developer Need to complete Park, trail and all landscape in Tract H and turn over to the District.
- h. Developer needs to make sure all Covenants and or Guidelines are included in District No. 7 through 10. Or set up new ones.

2. Web Site:

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

OTHER MATTERS:

Jon Turner noted there was no other matters before the board and closed this portion of the meeting.

PUBLIC COMMENTS: (Public comments is open forum; District tries to get all comments in minutes)
The Board opened the floor for Public Comments and noted Tim Webster present with nothing to add, this portion of the meeting was closed

ADJOURNMENT:

Guy Johnson asked The Board to take a short recess to review the meeting minutes and approve the provided by Guy Johnson,

Upon motion duly made by Director Jon Turner, seconded by Director Martha Turner and unanimously carried, the Board approved the May 19, 2020 Meeting Minutes

Following no further discussion

Upon motion duly made by Director Jon Turner, seconded by Director Martha Turner and unanimously carried, the Board adjourned the joint organizational meeting of the Board of Directors of the Windsor Highlands Metropolitan District Nos. 6-10 at 10:20a.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. 6-10.



Guy D. Johnson, Secretary for the Meeting