



**RECORD OF PROCEEDINGS  
MINUTES OF THE JOINT ORGANIZATIONAL MEETING  
OF THE BOARDS OF DIRECTORS OF  
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NOS. 1-11**

**HELD:** Tuesday, March 23, 2021 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. 1-11 (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 Jon Turner, Director Warren Turner, Director Emily Kupec, Director Any Krill, Director Ed Ryan, David O'Leary and Brenden Desmond of Spencer Fane was present via telephone,

Director Pat Miller, Director Mike Miller, Director Chuck Mabry and District Manager Guy Johnson was physically present.

Director Martha was absent and excused. Several homeowners were present via Zoom

Greg Michalik, Justin Myers, Mark Fidyrc, Paul Rennemeyer, Chad Cowan, Heidi Erdi, Dorothy Thunquest, and Janice Ward

**CALL TO ORDER:**

Director Jon Turner called the meeting to order at 9:59 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 Pat Miller and 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 Jon Turner and seconded by Director Emily Kupec; and unanimously carried to approve the agenda.

**APPROVAL OF MINUTES:**

The meeting minutes of December 4, 2020 was presented and discussed,

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec; and unanimously carried to approve the meeting minutes of December 4, 2020.

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

The Board opened the floor for Public Comments

With this meeting being held via Zoom,

A few questions were received through the Zoom meeting site; however, we did not get these questions until after this portion of the meeting had been closed.

**APPROVAL of RESOLUTION OF THE WHMD #8 Reimburse PARTIAL CAPITAL PUBLIC IMPROVEMENT NOTICE DRAW #5:**

Mr. O’Leary presented to the board the Resolution of the WHMD Reimburse partial Capital Public Improvement Notice Draw #5 for Public Improvement Costs and Expenses in the amount \$1,334,348.06, with no further discussion

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec; unanimously carried to approve the Resolution of the WHMD Reimburse partial Capital Public Improvement Notice Draw #5 for Public Improvement Costs and Expenses in the amount \$1,334,348.06,

**APPROVAL & RATIFICATION OF PAYABLES FROM DECEMBER 2020 – February 2021:**

Guy Johnson presented the payables for WHMD 1-5 December 2020 – February 2021 totaling \$142,431.51, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec; and unanimously carried to approve the payables for WHMD 1-5 December 2020 – February 2021 totaling \$142,431.51.

Guy Johnson presented the payables for WHMD 6-10 December 2020 – February 2021 totaling \$1,230,963.02, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec and unanimously carried to approve the payables for December 2020 – February 2021 totaling \$1,230,963.02

Guy Johnson presented the payables for WHMD 11 December 2020 – February 2021 totaling \$5,229.77, with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec and unanimously carried to approve the payables for December 2020 – February 2021 totaling \$5,229.77.

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

Mr. Guy Johnson stated the WHMD 1-5 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 Emily Kupec; and unanimously carried, the Board approved the WHMD 1-5 Promissory Note.

Mr. Guy Johnson stated the WHMD 6-10 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 Emily Kupec; and unanimously carried, the Board approved the WHMD 6-10 Promissory Note.

Mr. Guy Johnson stated the WHMD 11 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 Emily Kupec; and unanimously carried, the Board approved the WHMD 11 Promissory Note.

**DISTRICT LEGAL COUNSEL REPORT:**

Mr. O’Leary stated that he would continue to update the District on any COVID related updates and mandates.

## **DISTRICT MANAGERS REPORT:**

Mr. Guy Johnson presented Managers Report:

- 1. Site Work:**
  - a. New contractor doing maintenance of the grounds and snow removal. Precision.
  - b. Working on Detention areas and aerators in Pond 5.
  - c. Working on pond and trail in District No. 6. Lights are going in now.
  - d. May add walls around some benches to level out grades.
  - e. Pump House has security cameras working.
  - f. Working on acceptance of some areas in Districts, No. 6 & 7 is in Windsor, along with Fairgrounds and CR 30.
  - g. Have bond in District No. 8 set up and applying for draws for road construction, as needed.
  - h. Will turn over pump house to District No. 11.
  - i. Set up O and M fees and other District fees.
  - j. Pond in tract H work to start in late March.
  - k. Working with builders on site.
  - l. Working on long range plan for the fence in WHMD No. 1 and No. 2.
- 2. Pool/Clubhouse:**
  - a. Pool IGA's and/or agreements set up for WHMD pool.
  - b. Working on pump issues.
- 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, put on State web site, along with link from DOLA.
  - c. New audits for 2020, start in May.

## **OTHER MATTERS:**

Jon Turner noted there were questions asked via Zoom

-Greg Michalik asked for a copy of the meeting minutes and financials, I messaged him that I would provide him the minute meeting of the December 04, 2020 meeting and financials via e-mail.

Dorothy Thunquest asked what the plans were on how and when the pool would open,

I messaged her that the District was waiting Gov Polis to update the mandates from last season, we were in hopes that the pool could and would open with no restrictions, however, we could not make any promises as to that until Gov Polis released his updates.

Janice Ward asked who owed the fence behind her home, there were wasp nest in the fence and wanted to know if someone would take care of this issue.

I messaged her asking for her address and that I would have Guy Johnson take a look at the area.

## **ADJOURNMENT:**

Following no further discussion

Upon motion duly made by Director Jon Turner, seconded by Director Emily Kupec and unanimously carried, the Board adjourned the joint organizational meeting of the Board of Directors of the Windsor Highlands Metropolitan District Nos. 1-11 at 10:16 a.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. 1-11.

  
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Guy D. Johnson, Secretary for the Meeting