



**RECORD OF PROCEEDINGS
MINUTES OF THE COMBINED SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NO. 11**

HELD: Tuesday, December 7, at 10:00 a.m. at 6795 Crystal Downs Drive, Windsor, Colorado 80550

ATTENDANCE:

The Boards of Directors of the Windsor Highlands Metropolitan District Nos. 11 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, were physically

Directors Martha Turner & Andy Krill was present via Zoom.

Director Jon turner was absent and excused.

Guy Johnson, Jackie Johnson was present from the District and David S. O’Leary of Spencer Fane LLP, along with several homeowner (see sign in sheet) was also present.

CALL TO ORDER:

Director Emily Turner called the meeting to order at 10:07 a.m., with other District meeting 1 -10 and then went over items with District NO. 11 at 11:10 am.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:

Mr. O’Leary reported that 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. Mr. Johnson informed the Board that the official bonds had been obtained with our insurance 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:

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,

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

CONSIDER APPROVAL OF MINUTES:

The meeting minutes of March 23, 2021 meeting were presented and discussed,

Upon motion duly made by Director Emily Kupec, seconded by Director Martha Turner and unanimously carried to approve the meeting minutes of March 23, 2021.

PUBLIC COMMENTS: At this time Director Emily Kupec, opened the meeting for public comments, The board recognized homeowner Chris Coan of 5836 Crooked Stick Drive; his prepared statement is as follows:

Good morning, my name is Chris Coan. My wife Cheryl and I currently live on Crooked Stick but have lived in the neighborhood since 2005 when we were your neighbors on Aberdour Circle. We have always supported HMGC and the tavern as customers and have been passholders since 2009. We have been Membership passholders for the last 6 years.

I am here today to address you as the owners of Highland Meadows golf course with concerns about the direction that Par Excellence has taken since they took over management of the course.

For the majority of our time here, this has been a "golf course community" and a "golf cart community". There was really a sense that the course cared about the neighbors and the neighborhood. Since the creation of Windsor Highlands Metro District #11 and the lease to Par Excellence Golf, there has been an erosion of concern for the members, neighbors and the neighborhood. Par Excellence has steadily eliminated the things that made Highland Meadows Golf Course the centerpiece of Highland Meadows Golf Course COMMUNITY.

There used to be multiple options for annual passes for the regular customers. As of next year, there is only one passholder option and it is not really an option for anyone who works as it is only valid Monday-Thursday. We have been told that we can no longer use our personal carts on the course unless we purchase this membership pass which will effectively make our "golf cart community" a moot point for many neighbors. There are many of our neighbors who have spent \$10K+ on personal carts who are now being told they won't be able to use them on the course anymore. What is the point of Highland Meadows being a "golf cart community" if you can't take the cart on the course?

Everything at the course that was geared towards locals and regulars has been eliminated. The Member/Member and Member/Guest tournaments were permanently cancelled. Those were a great opportunity for all of the course passholders to interact with each other but they're done. The season long match play has been eliminated. There used to be a Ryder Cup and Presidents Cup tournament but that's gone. Jon, you have participated in this and know how fun it was. All leagues have been canceled and folks were told they should just make a series of tee times

themselves to make up for it. Even the Irish open was only allowed a limited number of tee times.

To many of us it feels like Highland Meadows golf course wants nothing to do with the neighbors and regular customers and would rather cater to the transient customers who pay the full priced daily greens fees. The result has been that there are many new customers who play here once or twice a year and don't give a damn about the course, the carts, the greens or their actions while here. Highland Meadows seems to be turning into a subdivision that happens to have a golf course in the middle of it. I doubt that this was Jon's vision when the course opened in 2004.

It is unclear to me what the current vision for the course is. It seems to change year to year with no clear plan about what the next year may hold. What is the ultimate plan? What kind of course is management trying to turn HMGC into? I think most regulars would rather have a plan in place that is pretty stable with some assumed annual price increases. Neighbors have a financial interest because what the course does will ultimately affect our real estate values. My wife and I purchased our current home because we intended to retire here and continue our membership pass for as long as we're able to golf. Now we're questioning that decision.

I would appreciate your comments. Ultimately, I would like you to insist that Par Excellence change the planned policy to disallow personal carts and reinstate the Membership Pass as it has been.

Thank you for your time.

Also, Mr. Coan of 5836 Crooked Stick Drive, also asked to have District board meetings in the evenings, stated he had to take time off work for this meeting and felt more residences would come to evening meetings

-The board recognized Steve Rodriguez of 6785 Crooked Stick Drive, he also was not happy with the changes in policy that Par Excellence was making and wanted to know how he could get on the board of the golf course. Also, who did the board report to and what was Par Excellence agreements with WHMD #11.

-The board recognized Mike Marshall of 5967 Bay Meadows Drive, he stated that he wanted the golf leagues back and residents of the community will help keep the golf looking good, unlike public golfers who do not have an invested interest in the golf course. Also stated he was un-happy with the change in yearly memberships. He knows Par Excellence is there to make money but would like to see Par Excellence be loyal to the residents of Windsor Highlands Golf Course Community.

Over all about 8 residents showed up with concerns about Par Excellence rule changes on golf carts, league play and the one membership being sold.

At this time, Guy Johnson stated everyone has had there 3 minutes or more of public comments and the board had to move on to handle District business and that any one that wanted to talk more could meet after the meeting was adjourned.

Also, Zach Leeman from Par Excellence came in to answers questions, also stepped outside to discuss.

CONSIDER APPROVAL OF RESOLUTION CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2022:

Mr. Johnson presented a Resolution Concerning Annual Administrative Matters for 2022 for the Districts. Following discussion and upon motion duly made by Director Emily Kupec and seconded by Director Warren Turner and unanimously carried, the Board approved the Resolution Concerning Annual Administrative Matters for 2022.

CONSIDER APPROVAL OF AUTHORIZATION TO FILE UPDATED TRANSPARENCY NOTICES:

Mr. Johnson presented the Transparency Notices and discussed that these will need to be posted on the District's website on or before January 15, 2021. These notices will also be provided to the Division of Local Government and appropriate state agencies as required by law. After further discussion on the matters and;

Upon motion duly made by Director Emily Kupec and seconded by Director Warren Turner and unanimously carried, the Board approved the Transparency Notices.

CONSIDER APPROVAL OF EXCLUSION OF WORKERS COMPENSATION INSURANCE:

Mr. Johnson noted that it was time to renew the Resolution for the Board to be excluded from Worker's Compensation, if the Board elects to continue not having worker's compensation coverage for the board members. After further discussion on the matters and;

Following discussion and upon motion duly made by Director Emily Kupec and seconded by Director Martha Turner unanimously carried, the Board approved the Resolution to Exclude the Board from Worker's Compensation Insurance and to file the Resolution along with the State of Colorado Worker's Compensation Exclusion form with the appropriate parties.

CONSIDER APPROVAL OF 2022 DISTRICT SERVICE AGREEMENTS:

Mr. Johnson presented and discussed engagement letters and/or proposals for service agreements for District Management, Annual Audit and Exemption Agreements, and Engagement of District Counsel to the Board of Directors. Mr. Johnson discussed the renewal and/or engagement of service providers for the district and reviewed the proposed costs and expenditures related to these service agreements with the Board.

After further discussion on the matters and;

Upon motion duly made by Director Emily Kupec, seconded by Martha Turner and unanimously carried, the Board approved the and unanimously carried to approve the district 11 service agreements and golf course lease id up-dated and for District Management, Annual Audit and Exemption Agreements, and Engagement of District Counsel. Giving authority to Guy Johnson to finalize any negotiations on the agreements & engagement letters only and execution of the service agreements & engagement letters.

CONSIDER APPROVAL OF INCREASE NON-POTABLE WATER RATES:

Mr. Johnson presents to the board the need to increase the non-potable water rates from \$1.50 to \$1.75 per 1000 gallons in District No. 11 to cover raising cost.

Upon motion duly made by Director Emily Kupec and seconded by Director Warren Turner and unanimously carried, the Board approved the Non-potable Water Rate increase to be \$1.75 per 1000 gallons

CONSIDER APPROVAL AND RATIFICATION OF AUDIT EXEMPTION:

Mr. Johnson reviewed with the Board preparing for the 2021 exemptions. It was noted that if revenues or expenditures for a district are less than \$750,000.00 in 2021, 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 Emily Kupec and seconded by Director Warren Turner and unanimously carried to authorize Mr. Johnson to prepare for District 11's 2021 exemption and or fill out application for exemptions from audits as appropriate and to take such further action as necessary to complete and file these documents with the necessary state agencies.

CONSIDER APPROVAL OF PAYABLES:

Mr. Johnson reviewed with the Board the expenditures for WHMD #11 March 2021 through November 2021 for a grand total of \$66,397.00, After further discussion on the matters and;

Upon motion duly made by Director Emily Kupec and seconded by Director Warren Turner and unanimously carried, the Board approved the payable of WHMD #11 March 2021 through November 2021 for a grand total of \$66,397.00.

CONSIDER APPROVAL & RATIFICATION OF THE PROMISSORY NOTE FOR DISTRICT NO 11:

Mr. O’Leary stated the Promissory notes required renewal yearly and periodically to correspond to capital acquisitions or annual calculations of interest accrual, Mr. O’Leary noted the changes were interest applied and annual certifications. After further discussion on the matter;

Upon motion duly made by Director Martha Turner, seconded by Director Emily Kupec and unanimously carried, the Board approved the updates to the Promissory Note for 2021 as discussed.

PUBLIC HEARING FOR DISTRICT NOS. 11 2021 AMENDED BUDGET:

Upon motion made by Director Warren Turner, seconded by Director Martha Turner and unanimously carried, the public hearing was opened on the Amended budgets for fiscal year 2021 for Windsor Highlands Metropolitan District Nos. 11 Mr. Johnson reported that notice of the public hearing had been published and posted in accordance with statutory requirements. Mr. Johnson presented the Amended 2021 budgets to the Board.

Following discussion, the public hearing was closed upon motion by Director Warren Turner, seconded by Director Martha Turner and unanimously carried.

Upon motion duly made by Director Emily Kupec, seconded by Director Martha Turner, and unanimously carried, the Boards adopted the proposed resolutions which: (1) approved and adopted the 2022 budgets as presented with mill levies Gallagherized; (2) authorized the appropriation of funds for the expenditures set out in the budgets; (3) authorized the President and the Secretary to sign the necessary documentation; and (4) directed the District Manager to file the budgets with the Division of Local Government prior to January 31, 2022.

PUBLIC HEARING ON THE PROPOSED 2022 WHMD NOS. 11 BUDGET HEARING:

Upon motion made by Director Warren Turner, seconded by Director Emily Kupec and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2022 for Windsor Highlands Metropolitan District Nos. 11. Mr. Johnson reported that notice of the public hearing had been published and posted in accordance with statutory requirements. Mr. Johnson presented the proposed 2022 budgets to the Board.

Following discussion, the public hearing was closed upon motion duly made by Director Warren Turner, seconded by Director Emily Kupec and unanimously carried.

Upon motion duly made by Director Warren Turner, seconded by Director Emily Kupec and unanimously carried, the Board: adopted the proposed resolutions which: (1) approved and adopted the 2022 budgets as presented with mill levies Gallagherized; (2) authorized the appropriation of funds for the expenditures set out in the budgets; (3) authorized the President and the Secretary to sign the necessary documentation; and (4) directed the District Manager to file the budgets with the Division of Local Government prior to January 31, 2022.

DISTRICT LEGAL COUNSEL REPORT:

Mr. O’Leary presented the resolution Calling the May 3rd, 2022 Election,

Upon motion duly made by Director Emily Kupec, seconded by Director Martha Turner and unanimously carried, the Board approved the Resolution Concerning the Regular Election to be held May 3rd, 2022.

Mr. O’Leary presented the Resolution Adopting a Social Media Policy, Mr. O’Leary stated this was not an issue at Windsor Highlands however, there had been issues in other district and felt this needed to be put in place.

Upon motion duly made by Director Emily Kupec, seconded by Director Martha Turner and unanimously carried, the Board approved the Resolution Adopting a Social Media Policy.

DISTRICT MANAGERS REPORT:

Mr. Johnson reviewed and discussed the managers’ report for WHMD 1-10 with the Boards.

Site Work:

1. Check on detention areas.
2. Will turn over pump house to District #11

3. Golf Course lease wants to raise non-potable water rates from \$1.50 to \$1.75 per 1000 gallons.
 4. Homeowners on Bay Meadows Drive keeps dumping grass clippings on Golf Course property, Could bring voles, may interfere with drainage in detention to the east
2. Lease:
 - a. Board review new lease and rates if needed. Or on auto renewal.
 3. Website:
 - a. Website is up dated for all Districts, will add documents as needed
 4. Office:
 - a. District Audit exemptions were completed, put on State web site along with link from DOLA

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 Warren Turner, seconded Director Emily Kupec and unanimously carried, the Board adjourned the December 07, 2021 combined special meeting of the Board of Directors of the Windsor Highlands Metropolitan District Nos. 1– 10 at 12:07 pm.

The foregoing minutes constitutes 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 No. 11.



Guy D. Johnson Secretary for the meeting