



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

**HELD:** Tuesday, December 7, 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. 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:

Directors Warren Turner, Emily Kupec, Pat Miller, Mike Miller, were physically

Directors Martha Turner & Andy Krill was present via Zoom.

Director Jon turner, Ed Ryan 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 District meeting’s to order at 10:07 a.m.

And introductions of the board were made.

**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 for Districts 1 -10,

Upon motion duly made by Director Emily Kupec, seconded by Director Pat Miller & 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 Warren Turner & Director Mike Miller 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 and more people might run for the boards.

-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 stated residents will help keep the golf looking good, unlike public golfers who do not have an invested interest in the course. 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.

-The board asked that these comments be made later in the meeting when talking about the golf course or WHMD #11, this portion of the meeting was mostly for WHMD 1-10. Also noted that the boards would not make decisions for the golf course since a lease has been signed for Par Excellence to manage the golf course, following all Federal, State and Town regulations and guidelines.

-The board recognized John Pope of 7028 Crystal Downs Drive, Mr. Pope stated that he did not understand the budgets on the website and ask for clarification. His concerns were the health of the district.

Mr. Johnson stated the budgets were in the form the state required however, Mr. Johnson was happy to go over the budgets and numbers to help him understand better. Mr. Pope was shown the budgets and what the bottom line on the budget was about. That line is confusing and it was for internal office information only showing several years and budget combined and it would be removed as it was not needed for public view.

-The board recognized Janice Ward of 7392 Royal Country Downs Drive, she stated she was glad the meetings had returned to in person, she asked what the rules and regulations were on the posting of the meeting, she felt that they should be posted earlier, Mr. Johnson stated he posted the site 7 days prior to the meetings, and on the district website which e-mailed the agenda out to residents. Mr. O'Leary stated the district was posted for the meeting well in advance of the regulations, going above and beyond the requirements. Mrs. Ward stated she would like to see more homeowners on the boards, Mr. O'Leary stated the developers would also like that, however, homeowners had not wanted to be that involved. Mrs. Ward asked if the draft meeting minutes could be posted to the website, Mr. O'Leary stated that only approved meeting minutes could be posted for public reading.

-The board recognized Pat Miller of the board, Mr. Miller would also like to see more homeowners on the boards, however, in the past years that he has been on the board he has not seen interest from the residents. He also stated he thought the HOA representatives should come to the meetings and inform their HOA's of the information.

-The board recognized Mark Fidrych of 7084 Spanish Bay Drive; he was inquiring how would District #5 be dissolved since there are not residents in that district. Mr. O'Leary stated that once the district was built out the developer would move to dissolve and make it one large district, however, there was still development in 6, 7, 8, 9 and 10 so at this time he did not feel it was time to dissolve District No. 5.

The board recognized Mike Marshall of 5967 Bay Meadows Drive, he asked what the debt was for district No. 4, Mr. Johnson stated it was roughly \$12,800,000 with a bank loan from US Bank.

-The board recognized Larry McGuire of 6320 Pumpkin Ridge Drive # 4, he asked what the debt was for District No. 6, Mr. Johnson stated the bond it was roughly \$15,500,000 and the rate was 3.75%

-The board recognized Andrea Linqvist of 6578 Pumpkin Ridge Drive, she stated she would like to see more newsletters informing the residents of future development, tree replacement, hot tub issues, and so on

Mr. Johnson stated they normally have one up-date new letter a year about on-going items or District Items. As for development around the area, Mr. Johnson could not inform the residents of information that was not yet approved, built, or even the developers dream of what might be built and or turned over to the districts. Plans change and until the plans are signed off by the Town and all parties involved, he could not comment. Mr. Johnson noted that one set of non-approved plans had a pool that was not built, and if he reported on the pool or non-approved plans that would cause issues, since the district is not involved with approvals, building or funding most projects or any amenities. As for tree replacements, the District walks out the District tracts after the second week of June, identifies all dead or dying trees at that time for replacements, then normally replaces trees as budgets allow and in September due to the hot summer is not a good time to plant trees. You live in an HOA, you would have to ask that HOA of their procedures on dead trees.

New resident Allen Patterson observed the meeting.

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

At this time, Guy Johnson stated everyone has had their 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 about the golf course could meet after the meeting was adjourned.

#### **CONSIDER APPROVAL OF RESOLUTION CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2021:**

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 & Director Pat Miller 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 and 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, Landscape Maintenance Agreements, 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 Director Mike Miller & Director Martha Turner and unanimously carried, the Board approved the and unanimously carried to approve the Districts 1-5 service agreements for District Management, Landscape Maintenance Agreements, Annual Audit and Exemption Agreements, and Engagement of District Counsel. Giving authority to Guy Johnson to finalize any negotiations and execution of the service agreements.

Upon motion duly made by Director Warren Turner and seconded by Director Andy Krill & Director Martha Turner and Unanimously Carried the Boards resolved to approve the District No. 6 - 10 Service agreements for District Management, Landscape/Maintenance, Annual Audit and Exemption Agreement, and District Counsel. Also, the Board Further authorized Guy Johnson to finalize any negotiations and execution of the service agreements.

**CONSIDER APPROVAL AND RATIFICATION OF AUDIT AND AUDIT EXEMPTION:**

Mr. Johnson reviewed with the Board preparing for the 2021 audits and/or 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 Pat miller & Director Warren Turner and unanimously carried to authorize Mr. Johnson to prepare for District 1 -10's 2021 audits 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 #1-5 March 2021 through November 2021 for a grand total of \$629,710.26, and WHMD #6-10 March 2021 through November 2021 for a grand total of \$1,645,530.88, After further discussion on the matters and;

Upon motion duly made by Director Emily Kupec and seconded by Director Mike Miller & Director Warren Turner and Director Andy Krill and unanimously carried, the Board approved the payable of WHMD #1-5 March 2021 through November 2021 for a grand total of \$629,710.26, and WHMD #6-10 March 2021 through November 2021 for a grand total of \$1,645,530.88

**CONSIDER APPROVAL AND RATIFICATION REIMBURSEMENT RESOLUTION AND BOND REQUISTIONS & DRAWS 5, 6 & 7:**

Mr. Johnson discussed the capital costs certified by the District Engineer to the District and the Partial Capital Public Improvement Acquisition Requests for Notices Nos. 5, 6 & 7 provided by the Developer for reimbursement of those costs determined to be eligible capital public improvement costs and related expenses. Mr. Johnson also presented to the Board the proposed Bond Draw No. 5 in the amount of \$ 1,334,348.06, Draw No. 6 in the amount of \$942,101.80, and Draw No. 7 in the amount of \$ 743,651.24 for WHMD Nos. 6-10 presented again for approval and ratification as

updated to correspond to those requests for reimbursement certifications provided. After further discussion on the matters,

Upon motion duly made by Director Emily Kupec and seconded by Director Warren Turner and unanimously carried; the Board Resolved to approve the reimbursement requests of the Developer corresponding to the capital cost certifications related to requests/draws Nos. 5, 6 and 7 as discussed, and approved the Bond Draws # Bond Draw No. 5 in the amount of \$ 1,334,348.06, Draw No. 6 in the amount of \$942,101.80, and Draw No. 7 in the amount of \$ 743,651.24, for WHMD Nos. 6-10; and

It was further resolved to authorize the District consultants and officers to take such further action, including the execution of additional documents, certifications, requisitions and forms as necessary to complete the certification, acceptance, and to facilitate the payment of Draw Request Nos. 5 ,6 and 7 as discussed and presented.

**CONSIDER APPROVAL & RATIFICATION OF THE PROMISSORY NOTE FOR DISTRICT NO 8:**

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. 1-5 2021 AMENDED BUDGET:**

Upon motion made by Director Warren Turner, seconded by Director Martha Turner & Director Pat Miller and unanimously carried, the public hearing was opened on the Amended budgets for fiscal year 2021 for Windsor Highlands Metropolitan District Nos. 5 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 FOR DISTRICT NOS. 6-10 2021 AMENDED BUDGET:**

Mr. Johnson noted for the Boards that notice of the proposed amended budget hearings were published and posted in accordance with statutory requirements. Mr. Johnson stated District Nos. 6-10 2021 Amended Budget was not needed at this time.

**PUBLIC HEARING ON THE PROPOSED 2022 WHMD NOS. 1-5 BUDGET HEARING:**

Upon motion made by Director Warren Turner, seconded by Director Pat Miller & 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. 1 - 5. 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.

**PUBLIC HEARING ON THE PROPOSED 2022 WHMD NOS. 6-10 BUDGET HEARING:**

Upon motion made by Director Warren Turner, seconded by Director Martha Turner and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2022 for Windsor Highlands Metropolitan District Nos. 6 - 10. 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 by Director Warren Turner, seconded by Director Martha Turner and unanimously carried.

Upon motion duly made by Director Warren Turner, 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 Gallaherized; (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 3<sup>rd</sup>, 2022 Election,

Upon motion duly made by Director Emily Kupec, seconded by Director Mike Miller & Director Martha Turner and unanimously carried, the Board approved the Resolution Concerning the Regular Election to be held May 3<sup>rd</sup>, 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 another district and felt this needed to be put in place.

Upon motion duly made by Director Emily Kupec, seconded by Director Pat Miller & 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.

**1. Site Work:**

- a. Project is getting older, more repairs and up-grades.
- b. Working on detention areas.
- c. Fence inspections and get long term plan going for fence replacements.
- d. Working on pond and trail in District No. 6. Will seed gas easement soon? May add walls around some benches to level out grades.
- e. Working with Contractors on on-site work.
- f. Setting up deck in District No. 6 by lake.
- g. Working on acceptance of some areas in Districts, No. 6 & 7 is in Windsor, along with CR 5 (Fairgrounds) and CR 30.
- h. Have bond in District No. 8 set up and applying for draws for road construction, as needed.
- i. Will turn over pump house to District No. 11.
- j. Golf Course to raise non-potable rates. From 1.50 to 1.75 per 1000/gallons.

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. This would be on District No. 11 agenda.

Director Emily Kupec and Director Warren Turner were in favor of the Non-potable Water Rate increase going to \$1.75 per 1000 gallons

- k. Set up O and M fees and other District fees.

**2. Pool/Clubhouse:**

- a. Pool IGA’s and/or agreements set up for WHMD pool.
- b. Working on pump issues.
- c. Installing new holiday lights.
- d. Will crack seal parking lot.
- e. Working with Tennis center on LED parking lights.
- f. Repairing lights around grounds and changing to LED.

**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.

Mr. Johnson reviewed and discussed the managers’ report for WHMD 1 -11 with the Boards.

**Site Work:**

- l. Check on detention areas.
- m. Will turn over pump house to District No. 11.
- n. Homeowner on Bay Meadows Drive keeps dumping grass clippings on Golf course property. Could bring in voles. May interfere with drainage in detention to the east.

**Lease:**

- a. Board reviewing new lease and rates, if changed if not goes to auto renewal.

**Web Site:**

- b. Web site is up dated for all Districts, will add documents as needed.

**Office:**

- c. District Audits exemption 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 11:35 am.

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 Nos. 1 - 10.

  
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Guy D. Johnson, Secretary for the Meeting