



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

**HELD:** Tuesday, March 26, 2019, 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:

Dino DiTullio  
Jennifer DiTullio  
Andy Krill

Michael J. DiTullio  
Martha Turner  
Jon Turner

Ed Ryan  
Pat Miller  
Emily Kupec

Director Chris Frye, David O'Leary of **Spencer Fane**, Don Bieber with **Kline Alvarado Veio, P.C.**, Brooke Hutchens with **D.A. Davidson & Co.** was present via telephone, Director James Miller was not present, absences excused.

Guy Johnson from the District, Kim Reed of Ballard Spahr 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 November 02, 2018 and December 06, 2018 was presented and discussed,

Upon motion made by Director Dino DiTullio and seconded by Director Martha Turner both of District 5 and Director Ed Ryan of District #1 and unanimously carried to approve the meeting minutes of November 02, 2018 and December 06, 2018.

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

The Board opened the floor for Public Comments and the Board recognized:

George Mayes of 6136 Bay Meadows Dr., Mr. Mayes asked who owns the tennis bubble (Highland Meadows Tennis Facility) and what are the plans if the Tennis Facility moves. Director Jon Turner stated that the Tennis Facility is owned by himself and a few other investors, the tennis bubbles life span is only 10 years and the tennis bubble is 11 years old. They are exploring other options at his time.

With no further Public comments, 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, however, the Promissory Notes would need to be updated with the approval of the new loan, and Guy Johnson noted after bank loan the Promissory note would be paid in full.

Upon motion duly made by Director Jon Turner of District 5, seconded by Director Martha Turner District 5 and Andy Krill of District #6 and unanimously carried, the Board approved the Promissory Note and Authorized Guy Johnson District Manager to update as needed to reflect the new loan and interest for 2019.

**APPROVAL OF RESOLUTIONS OF DISTRICT NOS 1-9 PERTAINING TO GENERAL OBLIGATION AND REVENUE INDEBTEDNESS**

a. Consider Approval of Resolutions of District Nos. 1 - 9 pertaining to General Obligation and Revenue Indebtedness consisting of: District No. 4 approval of a final determination and findings concerning the issuance or refunding of general obligation indebtedness, consisting of a Loan Agreement with U.S. Bank for up to \$13,450,000, and related Promissory Note evidencing the repayment obligations under such Loan Agreement, requiring the imposition of ad valorem property taxes for the payment of such loan, and authorizing the execution, issuance and delivery of documents necessary to complete the 2019 Loan, including a Custodial Agreement and First Amendment to Pledge Agreements and related documents; authorizing incidental actions and repealing prior inconsistent actions and related agreements.

Upon motion duly made by Director Jon Turner of District 5, seconded by Director Dino DiTullio District 5 and Pat Miller of District #4 and unanimously carried, the Board approved Item 7a as stated above.

b. District No. 1, No. 2, and No. 3 approval of a Resolution Authorizing the Issuance of General Obligation Debt consisting of a First Amendment to Pledge Agreement, among District No. 1, No. 2, No. 3, No. 4, No. 6 and U.S. Bank, amending the 2016 Pledge Agreement requiring the imposition of ad valorem property taxes and payment of the same to or at the direction of District No. 4 for application to the payment of the 2019 Loan and other obligations identified therein, and including execution, issuance and delivery of documents necessary to complete the 2019 Loan transaction and related documents; making determinations and findings as to matters related to such transactions; authorizing incidental actions; and repealing prior inconsistent actions

Upon motion duly made by Director Jon Turner of District #1, seconded by Director Martha Turner of District #1 and unanimously carried, the Board approved Item 7b for WHMD #1 as stated above.

Upon motion duly made by Director Jon Turner of District 2, seconded by Director Martha Turner of District #2 and unanimously carried, the Board approved Item 7b for WHMD #2 as stated above.

Upon motion duly made by Director Jon Turner of District #3, seconded by Director Martha Turner of District #3 and unanimously carried, the Board approved Item 7b for WHMD #3 as stated above.

- c. District No. 6 approval of a Resolution Authorizing a First Amendment to Pledge Agreement, among District No. 1, No. 2, No. 3, No. 4, No. 6 and U.S. Bank, amending the 2016 Pledge Agreement to terminate all obligations of District No. 6 thereunder, and also Authorizing the Issuance of General Obligation Debt consisting of a Capital Pledge Agreement among District No. 6, District No. 7, District No. 8, District No. 9, and the trustee for bonds to be issued by District No. 9, requiring the imposition of ad valorem property taxes and payment of the same to or at the direction of District No. 9 for application to the payment of District No. 9 obligations identified therein (in the 2019 Bonds described below), and including execution, issuance and delivery of documents necessary to complete the issuance of such District No. 9 2019 Bonds and related documents; making determinations and findings as to matters related to such transactions; authorizing incidental actions; and repealing prior inconsistent actions.

Upon motion duly made by Director Jon Turner of District #6, seconded by Director Martha Turner of District #6 and unanimously carried, the Board approved Item 7c for WHMD #6 as stated above.

- d. District No. 5 approval of a Resolution Authorizing an Acknowledgment to a First Amendment to Pledge Agreement, among District No. 1, No. 2, No. 3, No. 4, No. 6 and U.S. Bank, authorizing incidental actions; and repealing prior inconsistent actions

Upon motion duly made by Director Jon Turner of District #5, seconded by Director Martha Turner of District #5 and unanimously carried, the Board approved Item 7d for WHMD #5 as stated above.

- g. Consider Approval of any amendments necessary to the Improvement Acquisition Agreement, Funding and Reimbursement Agreement for Operations and Maintenance and Advance and Reimbursement Agreement for Capital Costs to reflect the 2019 Loan and 2019 Bond Issuance and related updates to District Promissory Notes.

Upon motion duly made by Director Jon Turner of District #5, seconded by Director Martha Turner of District #5, Director Pat Miller District #4 and unanimously carried, the Board approved Item 7g as stated above.

#### **APPROVAL & RATIFICATION OF 1-10 TO TERMINATION OF THE IGA BETWEEN THE DISTRICTS AND APPROVAL F A NEW IGA BETWEEN 1-10:**

Mr. O'Leary presented to the Board to Consider Approval of District Nos. 1-10 termination of the Intergovernmental Agreement between the Districts and approval of a new Intergovernmental Agreement between the Districts Nos. 1-10, District Nos. 1 through 10 inclusive approval of any necessary updates or amendments to the Master Intergovernmental Agreement between the Districts related to the 2019 Loan and 2019 Bonds.

Upon motion duly made by Director Jon Turner of District #5, seconded by Director Mike DiTullio of District #5, Director ed Ryan District #1 and unanimously carried, the Board approved Item 8 as stated above.

#### **APPROVAL & RATIFICATION ENGAGEMENT OF BOND CONSULTANTS AND FINANCIAL ADVISORS:**

Mr. O'Leary stated the District needed to approve the engagement of Bond Consultants and Financial Advisors

Upon motion duly made by Director Jon Turner and seconded by Director Dino DiTullio of District 5, and Director Ed Ryan District #1 and unanimously carried, the Board approved the Engagement of Bond Consultants and Financial Advisors.

**FINANCIALS:**

Mr. Guy Johnson reviewed with the Board the expenditures for December 2018 through February 2019 totaling \$125,103.35,

Upon motion duly made by Director Jon Turner of District 5, seconded by Director Dino DiTullio of District 5 and Director Pat Miller of District 4 and unanimously carried; the Board approved the payable for December 2018 through February 2019 totaling \$125,103.35.

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.

**DISTRICT LEGAL COUNSEL REPORT:**

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

**DISTRICT MANAGERS REPORT:**

Mr. Guy Johnson stated:

1. **Site Work:**
  - a. Detention area off of Crooked Stick Drive, the native grasses are coming in. Watering twice a week, have hand spray weed control every other week. As always takes a few years to fill in.
  - b. Have Precision Landscaping maintaining the detention area for 2019 and re-seeding a couple areas.
  - c. The developer will work on a new drain pan and other grade issues in the detention area.
  - d. Highland Meadows Parkway, trees on south side of community had to be removed, dying from golden bore. Will replace most trees in 2019. We have placed 34 trees at this time.
  - e. Adding on new Districts, No.7 is in Windsor, No. 8, 9, 10 are in Loveland, this is west of CR 5 and CR 30.
  - f. Golf Course is District No. 11, its own District. Golf Course is leased out.
2. **Pool/Clubhouse:**
  - a. No pool IGA's and/or agreements set up for WHMD pool.
  - b. Will sale Out of District pool memberships at a limited number.
  - c. Adding heaters to basement equipment room.
  - d. 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, on State web site

**OTHER MATTERS:**

The Board noted that Christy Haeuptle and Dan Ballard had formed a committee to address the Detention area and the drainage issues. They wanted to point issues to the Board that they felt needed to be addressed.

- 1) The drainage issues along the homes on Crooked Stick Side of the detention area.
- 2) Areas where there are just clumps of clay where seeding never took as listed in Guy's plan "troubled areas should be hand broad cast with native seeds".
- 3) Area's where we would like more grasses, native trees or features as the area looks pretty bleak. The grasses that are there will take years to fill in if they ever do. Detention area is following landscape plan.
- 4) With the help of the landscape contractor, perhaps some understanding of the soil composition and what can be done to facilitate and expedite growth. To us, it just seems like clay.
- 5) Area's where more mowing is requested with the understanding about native grasses.

Director Jon Turner stated that the concerns of this detention area needed to be discussed, however, he did not want to continue to hold other residents in this meeting, since this area has not been turned over the Metro District and is the Developer issue, the Board agreed to adjourn the meeting and to continue to discuss the issue with the residents that this issue pertained too.

**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 9:48a.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. 1-10.

  
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Guy D. Johnson, Secretary for the Meeting