



**RECORD OF PROCEEDINGS MINUTES OF THE JOINT ORGANIZATIONAL MEETING
OF THE BOARDS OF DIRECTORS OF
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NOS. 1-5**

HELD: Tuesday, March 22, 2022 at 10:01 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. 1-5 (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 Pat Miller, Director Mike Miller, and District Management Guy Johnson, & Jackie Johnson, David O'Leary of Spencer Fane was physically present.

Director Ed Ryan and Shasta Johnson (District Management) was present via Zoom, Director Andy Krill was present via phone. Director Martha Turner was absent and excused. Several homeowners were present please see sign in sheet

CALL TO ORDER:

Director Jon Turner called the meeting to order at 10:01 a.m.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:

All of the Board members are registered to vote in Colorado and are residents/contracted 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:

Jon Turner and 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 a public place 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 on site and on the District web site.

APPROVAL OF AGENDA:

The Board reviewed the agenda, Director Emily Kupec requested that Public Comment be moved to the bottom of the agenda.

Upon motion was made by Director Mike Miller/Director Warren Turner and seconded by Director Pat Miller and Director Jon Turner to reflect the above change; and unanimously carried to approve the agenda.

APPROVAL OF MINUTES:

The meeting minutes of December 7, 2021 was presented and discussed,

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec & Director Pat Miller; and unanimously carried to approve the meeting minutes of December 7, 2021.

CONSIDER APPROVAL & RATIFICATION OF CLUBHOUSE & POOL FEES:

Mr. Johnson presented the board with the 2022 pool/clubhouse fees,

WHMD Metro District Fee Policy & Schedule						
3/22/2022						
Violation	1st	2nd	3rd	4th	Thereafter	Assess
All Covenant/Guideline Violations	Warning	Fine Warning	\$25.00	\$50.00	\$50.00	Every 10 days
Architectural Review, not Conforming to Request/Approval	Warning	\$25.00	\$100.00	\$200.00	\$200.00	Monthly
Late O & M fee District No. 1 (Over and every 30 days)	\$25.00	\$25.00	\$25.00	\$25.00	\$25.00	Monthly
Non-potable water Irrigation/clock adjustments in tracts	\$85.00	N/A	N/A	N/A	N/A	Hourly
Return check fee/ QB return fee/Credit Card return	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	Each time
Pool Out of District membership (limit of 70)	\$500.00	N/A	N/A	N/A	\$0.00	Each
Pool Guest fee; each person over 2 years old-limit 4 per day	\$5.00	\$25.00	\$25.00	\$25.00	\$0.00	Each time
Pool Deactivate of Fob/Tag due to Violations	\$25.00	\$25.00	\$25.00	\$25.00	\$25.00	Each time
Pool Activate of Fob/Tag due to Violations	\$25.00	\$25.00	\$25.00	\$25.00	\$25.00	Each time
Pool Fob/Tag Replacement fee	\$25.00	\$25.00	\$25.00	\$25.00	\$25.00	Each time
Certified Letter Mailing	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	Each time
Status letter	\$150.00	\$30.00	\$30.00	\$30.00	\$30.00	First time/each
Collection Process including all collection fees such as Attorney fees, management fees, liens, agent fees and court costs.						Actual Cost
District work on Covenants & Guideline work due to changes by others, Attorney & Management fees, copy fees with any court costs.						Actual Cost

Upon motion made by Director Jon Turner and seconded by Director Emily Kupec & Director Mike Miller; and unanimously carried to approve the WHMD Clubhouse & Pool fees as presented.

APPROVAL & RATIFICATION OF PAYABLES FROM DECEMBER 2021 – February 2022:

Guy Johnson presented the payables for WHMD 1-5 December 2021 – February 2022 totaling \$162,511.67 with no further discussion,

Upon motion made by Director Jon Turner and seconded by Director Pat Miller & Director Emily Kupec; and unanimously carried to approve the payables for WHMD 1-5 December 2021 – February 2022 totaling \$162,511.67.

DISTRICT LEGAL COUNSEL REPORT:

Guy Johnson stated the 2022 Election will be canceled. Mr. Johnson noted we had several homeowners turn in self-nomination forms for the boards, and the current boards that were up for election withdrew their self-nomination forms where needed to avoid an election and cost in some of the Districts. Over all; Several Directors in District No. 1, No. 2 & No. 3 withdrew self-nomination forms and in District No. 4, 7 people withdrew self-nomination forms as not to cause an election. Mr. Johnson noted it was a sacrifice for some of these board members to with-draw and that we really appreciated what these people did for the Districts. Mr. Johnson noted who withdrew their names,

WHMD NO. 4, Withdraw self-nomination form.

- Jonathan A. Turner, President/Chairman Withdraw self-nomination form.
- Emily Kupec, Secretary/Treasurer* Withdraw self-nomination form.
- Pat Miller, Vice Chair, Asst Sec’y/Tres. Withdraw self-nomination form.
- Martha Turner, Vice Chair, Asst Sec’y/Tres. Withdraw self-nomination form.
- Mike Miller, Vice Chair, Asst Sec’y/Tres. Withdraw self-nomination form.
- William Roeder Withdraw self-nomination form.
- Dean Hoag Withdraw self-nomination form.

Then Mr. Johnson noted that this was not the official list, but these were the names that he knew of and that the following people would be the projected board members after May 3rd and after the Oath of Office has been filed. Length of Term would be noted at the next Board of Directors meetings. District Manager Mr. Johnson, read off the new director’s names and which District that they were in, noting that he apologizes for any mis-pronunciations of the names.

WHMD NO. 1 BOARD OF DIRECTORS

Jon Turner
Warren Turner or Martha?
Emily Kupec
Andrea Lindquist
Ed Ryan

WHMD NO. 2 BOARD OF DIRECTORS

Jon Turner
Emily Kupec
Janice Ward
Mark Fidrych
David LaFontaine

WHMD NO. 3 BOARD OF DIRECTORS

Jon Turner
Mark Durand
Emily Kupec
Larry Roche
Janice Alwin

WHMD NO. 4 BOARD OF DIRECTORS

Chris Coan
Gerald Helton
Chad Cowan
Mary Stover
Greg Michalik

WHMD NO. 5 BOARD OF DIRECTORS

Jonathan A. Turner, President/Chairman
Emily Kupec, Secretary/Treasurer
Martha F. Turner, Vice Chair, Asst Sec’y/Tres.
Andrew M. Krill, Vice Chair, Asst Sec’y/Tres.
Warren Turner, Vice Chair, Asst Sec’y/Tres.

DISTRICT MANAGERS REPORT:

Mr. Johnson noted that Pat Miller has taken this thank less job over the years with the Metro District and with the HOA’s. He has always looked out for this community. I liked working with Pat, not because he went along with the board on some occasions, believe me, Pat & I did but heads a few times, which is not a good idea with a Marine. But the point I want to make is he used common sense and was willing to work out differences. Pat Millers contributions will be missed behind the tables, but I know Pat will be in front of the tables with the same thoughtful care of the community.

1. Site Work:

- a. Project is getting older; more maintenance, repairs and up-grades are needed.
- b. Fence inspections and get long term plan going for fence replacements.
- c. Checking on detention areas and cleaning drain pans.
- d. Clubhouse/Pool fire pit. Removing fire pit, getting price to replace or fill in with concrete. Pilot light rarely stay lit. The burner is rusted and have issues with rabbits chewy the ignition wires. I'm going to get a price to replace with a newer better model and have the required emergency shut off valve installed.
- e. Working on Detention Pond/storage in District No. 5 and aerators in Pond 5, putting in new shore anchors for the fountain this spring.
- f. The developer will turn over pump house in Tract H to District No. 11.
- g. Golf Couse will raise non-potable rates. From 1.50 to 1.75 per 1000/gallons. Keep in mind Town of Windsor water rates at \$5.57 and \$8.32, then tier 3 at \$12.40 per thousand.
- h. Working on plan to replace ash trees around the site.
- i. Will check site for dead trees in June, will replace as budget allows.
- j. 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.
- k. New holiday lights installed on Clubhouse.
- l. Will crack seal parking lot and put down new parking lot striping.
- m. New LED parking lights installed in parking lot.
- n. Fence inspections and have long term plan going for fence replacements. Need around \$800,000.00

2. Web Site:

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

3. Office:

- a. District Audits exemption were completed, put on State web site, along with link from DOLA.
- b. residents signing up on web site, all e-mails will come from the web site.
- c. District Audits were completed in July, put on State web site, along with link from DOLA.
- d. New audits for 2021, start in May.

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

The Board opened the floor for Public Comments

Mr. Larry McGuire from Pumpkin Ridge Drive asked about the 12-million-dollar bank note that is due in March 2024. He wanted to know if that was going to be refinanced or paid off. Jon Turner stated at this time there is nothing to do, but as we get closer to March 2024 different Companies that assist in getting bonds will beginning to reach out to the District and make proposal to the District about refinancing to a bank note or a bond.

Larry Roche from Crooked Stick Drive during up-dates on elections asked and wanted to know qualifications of the Treasurer, Emily Kupec, if she was a CPA or what qualified her to be treasure. Mr. Roach also asked if she owned a home within the Districts. At which time David O'Leary stated that those were just titles given and that the budgets and accounting was done by a bookkeeper and/or a CPA through District Management. Then Mr. Roche questioned what was David O'Leary's position; in response Mr. O'Leary stated that he was legal counsel through Spencer & Fane for the Metro District. Mr. Roche wanted to know where Mr. O'Leary was located and if he could have his contact information.

District Manager Guy Johnson stated no, he could not have his contact information due to the fact that we do not want homeowners contacting legal counsel directly and accruing legal fees for the District. The proper chain of contact is through the District Management team, and if they cannot answer the questions, the management company would reach out to legal counsel. Director Jon Turner also stated the Districts could not afford to have all the residents contact legal counsel on any District questions the management team could answer. This type of action would not be responsible of the board to allow such a financial burden on the Districts.

Mr. Roche also wanted to know when he will be voting and making decision on the board and at that time David O'Leary reminded Mr. Roche that it would be after the May 3rd and after he has taken Oath of Office. Mr O'Leary did state that there would be a new board orientation, so all new board members are aware of their duties. Mr. O'Leary also noted this would be a good time for questions.

Mr. Roche also asked if the board is moving away from a developer board and moving to a homeowner board. Mr O'Leary started that yes, but the change would take time.

Mr. John Pope from Crystal Downs Road asked if the loan was over a 30-year based. Mr. Turner responded that It could be refinanced in 2024 and at that time we can entertain moving the loan to a bond. He also wanted to know about the Golf Course non-potable water rate; why does the Golf Course control the water? Mr Johnson responded and said that the Golf Course is responsible for owning, leasing or renting and storing the water for the Golf Course. Also that the golf course provides non-potable water irrigation for the District greenbelts and all 8 of HOA's on site and the business within the Districts.

Mr. Jerry Helton from Bay Meadows Drive asked who will decide if the loan goes to a bond? Mr. Turner stated that it will be the board of Directors that are on the boards at the time of the new bank note or bond decision is to be made.

Ms. Janice Ward from Royal Country Downs Drive asked about the number of guests passes for the pool. She is concerned about the capacity of the pool; she wants free guest passes back again and she wants to limit the number of out of District pool members. With further discussion Director Jon Turner suggested that this be discussed during the other matters portion of the meeting, and the board can make a decision then. She also asked when she would be taking office, and Director John Turner reminded her that is would be after she is sworn in by the election judge on May 3, 2022 and after oath of office.

Ms. Tammy Mathis from Pumpkin Ridge Drive wanted t know how often the tables and chairs at the pool are cleaned. Guy Johnson stated once a day in the mornings. Mr. Johnson noted that the pool management company is responsible for the daily cleaning and the District management has contracted a company to power wash monthly. She also wanted to know if the cleaning could be increased because she finds the tables and chairs dirty. At this time no, only clean once before the pool is opened each morning, unless board directors otherwise.

Ms. Andrea Lindquist from Pumpkin Ridge Drive asked what is the history behind District #1 paying additional operation and maintenance fees and the other Districts are not? Director Jon Turner stated that the Town of Windsor only allowed 30 mills to be assessed for taxes at that time District No.1 was starting. Mr. Turner noted then District 2 - 4 were developed and The Districts were able to increase the mills to 35, but not within District 1, since it had homeowners in place at that time.

Mr. David O'Leary noted since District No. 1 had homeowners that it would have to go to an election. Mr. David O'Leary stated that the management company at that time and his legal team tried over 3 different elections to change the mill levy, but it was defeated in each election. Director Warren Turner stated homeowner saw the ballot as raising taxes and it was voted down. Mr. David O'Leary stated to make things equitable, District No. 1 has to pay the equivalent of 5 mills in operations and maintenance fees, which includes administration/mailling fees. The O & M fee to District No. 1 is to equal out the mill levy from 30 to 35 mils.

Ms. Andrea Lindquist also asked if draft minutes could not be put on the District website for homeowners to review? David O'Leary stated that they were just drafts, and it is the responsibility of the Board of Directors to review and approve before it is made a public document. Ms. Andrea Lindquist also asked what is going on in District No. 10, and Jon Turner as the developer stated that nothing was platted at this time. She then asked what is happening in District No. 9 and Jon Turner as the developer stated that is a planned Business Park, with some apartments. As a reminder, until plans are approved and the project is built, this is a projection of what the developer plans to do, pending all reviews with the City of Loveland and approval by the City of Loveland.

Mr. Mark Duran from Crooked Stick Drive asked what the difference between an HOA and a Metro District. David O'Leary responded that a Metro District is a taxation district designed to cover the infrastructure and an HOA is an association deigned to handle covenants.

Mr. Patrick Mitchell from Bromborough Drive he asked when the non-potable water would be available and if there will be water restrictions with the talk of a drought this year and Jon Turner stated that generally the non-potable is turned on between late April and early May. Jon also stated that he did not know anything about a drought. Mr. Johnson also, noted that it depends on when the river run off starts and when water can be delivered to WHMD.

Ms. Janet Hunter from Crook Stick Drive wanted to know who runs the Golf Course and who makes up their board? Jon Turner stated that Golf Course was a revenue District and was leased to Par Excellence and that board consisted of the three originally owners of the Golf Course. The actual board for WHMD No. 11 is;

WHMD NO. 11 BOARD OF DIRECTORS

Jonathan A. Turner, President/Chairman	Term Expires: May 2022
Emily Warren Kupec, Vice Chair/Asst Sec'y/Tres.	Term Expires: May 2023
Martha F. Turner, Vice Chair/Asst Sec'y/Tres.	Term Expires: May 2022
Warren Turner, Vice Chair/Asst Sec'y/Tres.	Term Expires: May 2023
Dino A. DiTullio, Vice Chair/Asst Sec'y/Tres.	Term Expires: May 2023

Ms. Ronda Graham from Crooked Stick Drive asked who decided who would be on the board for the May 2022 election? David O'Leary responded that there were more candidates than seats available therefore current Board members choose to withdraw their self-nomination forms to allow room for new homeowners that were interested in being on the board.

Seeing no further Public Comments Upon motion duly made by Director Jon Turner, seconded by Director Emily Kupec and unanimously carried, to closed the Public Comment portion of the meeting.

OTHER MATTERS:

Director Jon Tuner stated that during Public Comment there was a question presented by Ms. Janice Ward about the free guest punch card being reinstated and Out of District Pool Memberships being limited or removed. Ms. Janice Ward stated she wanted to bring her grand-children to the pool without paying the guest fees. The question was asked about the pool being over crowded, District Manager Mr. Johnson stated the pool was crowed on July 4th and not very many other days. Normally 50 to 100 people would be using the pool. Busy days towards 200 people. Also, if people felt the pool was crowed, they would choose other times to go the pool, verses using the pool at peck hours. Ms. Andrea Lindquist noted when she was at the pool that there was very rarely over 50 people and another un-name person stated the was pool not very crowed. Mr. Johnson pointed out that guard coverage was normally 35 to 1. Mr. Johnson noted that availability of life guards in 2022 may become an issue.

Mr. Johnson stated the Out of District Pool Memberships were part of the Districts budget and if the roughly \$30,000.00 in pool sales was removed those funds would have to come off the budgets in others areas, such as tree replacements, or general maintenance.

Mr. Johnson noted the Out of District Pool Membership funds were used to help with maintenance and replacements cost for the pool and clubhouse such as chlorine injection pumps, 2 Air conditioner units, heater repairs, pool re-surfacing, LED lights in the parking lot, holiday lights and many other items. This year's funds were to be used for sealing the parking lot and re-striping, plus concrete repairs around the pool, fire pit replacement is being considered, along with 4 picnic tables to be replace this year.

Mr. Johnson noted that years ago the District sold around 150 Out of District Pool Memberships a year to help with the Clubhouse and Pool cost, but over the years the cost of Out of Pool Memberships were raised and that the number of memberships sold were lowered as the community grew.

Mr. Johnson stated that 58 pool memberships were sold in 2021, in 2022 around 50 will be sold. This number will go down each year, as this number will be approved by the boards.

Mr. Johnson stated as for the free guest pass, that was discontinued in 2019, a \$5.00 per guest fee was put in place for all, with a limit of 4 guest per day to help control future crowds coming to the pool. It was easier on check in's having all people pay a fee, versus some using the guest punch cards and others not. Around \$3,200 in guest fees was collected in 2021.

Putting free guest punch cards in place is work, the administration part and cost of getting over 800/900 guests cards printed, then addressing each card to tract one card per lot/unit. Then storage of cards at the pool, with tracking down each card as residents come to the pool to use the card. Roughly 1,000 cards will have to be printed, addressed and tracked in 2022. Pool computer system is not set up for tracking guests. It is more a less a security tool on tracking people and unlocking locks.

Director Pat Miller, stated he thought this would work for District residents and was in favor of the Guest Card. With further Board discussion,

Upon motion duly made by Director Jon Turner, seconded by Director Pat Miller unanimously carried, to reinstate the Resident Free Guest Punch card at 10 free guests per season, a limit of 4 guest per day and the Out of District Pool Membership fee to be \$500.00, the board directed Guy Johnson to implement the free guest passes and gave the District Management the authority to sell Out of District Pool memberships.

ADJOURNMENT:

Following no further discussion

Upon motion duly made by Director Jon Turner, seconded by Director Pat Miller and unanimously carried, the Board adjourned the joint organizational meeting of the Board of Directors of the Windsor Highlands Metropolitan District Nos. 1-5 at 11:34 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. 1-5.



Guy D. Johnson, Secretary for the Meeting