



**RECORD OF PROCEEDINGS  
MINUTES OF THE COMBINED SPECIAL MEETING  
OF THE BOARDS OF DIRECTORS OF  
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NOS. 5-10**

**HELD:** Wednesday, November 30, 2022, at 10:05 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. 5-10 (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, and Emily Kupec, were physically present, and Jon Turner were present via phone  
Director Martha 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 homeowner Mark Fidrych and Chris Frye was present via phone

**CALL TO ORDER:**

Director Emily Turner called the District meetings to order at 10:05 a.m.  
And introductions of the board were made.

**QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:**

Mr. Johnson reported that all 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 the Board members had been administered the Oaths of Office. Thereupon, the directors assumed their duties as members of the Board of Directors.

At this time Mr. Johnson stated that board seats should be determined for each board or left the same, for each of the districts, No. 5 through No. 10, Mr. Johnson stated you could leave the board of directors’ seats as is or nominate yourself or another resident board member of your District, to be President and/or secretary.  
Per the board members, District No. 5 through No. 10, will remain the same; Jon Turner President, Emily Kupec Secretary

**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, 2022, meeting was presented and discussed,

Upon motion duly made by Director Emily Kupec, seconded by Director Jon Turner, and unanimously carried to approve the meeting minutes of March 23, 2022.

**PUBLIC COMMENTS:** At this time Director Emily Kupec, opened the meeting for public comments, having no public input at this time this portion of the meeting was closed.

**CONSIDER APPROVAL OF RESOLUTION CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2023:**

Mr. Johnson presented a Resolution Concerning Annual Administrative Matters for 2023 for the Districts. Following discussion

Upon motion duly made by Director Emily Kupec, seconded by Director Warren Turner, and unanimously carried, the Board approved the Resolution Concerning Annual Administrative Matters for 2023.

**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, 2023. 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, 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

Upon motion duly made by Director Emily Kupec, seconded by Director Warren 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 2023 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 Warren Turner, unanimously carried, the Board approved the and unanimously carried to approve the Districts 5-10 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.

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

Mr. Johnson reviewed with the Board preparing for the 2022 audits and/or exemptions. It was noted that if revenues or expenditures for a district are less than \$750,000.00 in 2022, 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, seconded by Director Warren Turner, and unanimously carried to authorize Mr. Johnson to prepare for District 5-10 2022 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 #5-10 March 2022 through October 2022 with the total of \$114,989.89, After further discussion on the matters and.

Upon motion duly made by Director Emily Kupec, seconded by Director Warren Turner, and unanimously carried, the Board approved the payable of WHMD #5-10 March 2022 through October 2022 with the total of \$114,989.89.

**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 Emily Kupec, seconded by Director Warren Turner, and unanimously carried, the Board approved the updates to the Promissory Note for 2023 as discussed.

**PUBLIC HEARING FOR DISTRICT NOS. 5-10 2022 AMENDED BUDGET:**

Mr. Johnson stated that this portion of the meeting was not needed, it is a place holder if needed.

**PUBLIC HEARING ON THE PROPOSED 2023 WHMD NOS. 5-10 BUDGET HEARING:**

Upon motion made by Director Emily Kupec, seconded by Director Warren Turner, and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2023 for Windsor Highlands Metropolitan District Nos. 5-10. Mr. Johnson reported that notice of the public hearing had been published and posted in accordance with statutory requirements. Mr. Johnson presented the proposed 2023 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 2023 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; the District Manager to work in good faith with Landmark Homes to address the short fall in the budget for District No. 7 ;and (4) directed the District Manager to file the budgets with the Division of Local Government prior to January 31, 2023.

**DISTRICT LEGAL COUNSEL REPORT:**

Mr. O’Leary presented the resolution Calling the May 2nd, 2023, Election,

Upon motion duly made by Director Emily Kupec, seconded by Director Warren Turner, and unanimously carried, the Board approved the Resolution Concerning the Regular Election to be held May 2nd, 2023.

**DISTRICT MANAGERS REPORT:**

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

1. **Site Work:**
  - a. **Fence inspections and get long term plan going for fence replacements. 30 years is the number we will use.**
  - b. **Will check site for dead trees in June, will replace as budget allows.**
  - c. **Working with Landmark in District No. 7 on taking over maintenance in the fall. Short budget.**
  - d. **Assisting in new site developments.**
  - e. **Completing sidewalks along LCR 30.**
  - f. **Completing Loudon Ditch improvements.**
  - g. **Checking on detention areas and cleaning drain pans.**
  - h. **Working on Detention Pond/storage in District No. 6.**
  - i. **Golf Course will raise non-potable rates.**
2. **Web Site:**
  - a. **Web site is updated 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 web site.**
  - c. District Audits were completed in July, put on State web site, along with link from DOLA.**
  - d. New audits for 2022, start in May of 2022.**

**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 November 30, 2022, Nos. 5-10 at 10:34 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. 5-10.

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Guy D. Johnson Secretary for the meeting