



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

HELD: Tuesday, November 29, 2022, at 4:00 p.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 - 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:

Directors Jon Turner, Warren Turner, Emily Kupec, Warren Turner, Ed Ryan, Andrea Lindquist, David LaFontaine, Janice Ward, Mark Durand, Janice Alwin, Larry Roche, Gerald Helton, Chris Coan, Mary Stover, Greg Michalik, and Chad Cowan was physically present

Director Mark Fidrych was present via Zoom

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 several homeowner (see sign in sheet) was also present.

CALL TO ORDER:

Director Emily Kupec called the District meetings to order at 4:03 pm.
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. 1 through No. 5, 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.

District No. 1, will remain the same; Jon Turner President, Emily Kupec Secretary

District No. 2 will remain the same; Jon Turner President, Emily Kupec Secretary

District No. 3 Larry Roche President, Emily Kupec, Secretary All board members in District No. 3 unanimously voted for Larry Riche as President.

District No. 4 Mary Stover President, Jerry Helton Secretary All board members in District No. 4 unanimously voted for Mary Stover as President and Jerry Helton as Secretary.

District No. 5, will remain the same; Jon Turner President, Emily Kupec Secretary

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. 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 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; Guy Johnson asked that the public comments part of the meeting be moved towards the end of the meeting, since Director Janice Alwin had to leave at 5:45 pm sharp.

Upon motion duly made by Director Emily Kupec, seconded by Director Ed Ryan & Director Greg Michalik, and unanimously carried to approve the agenda with the above-mentioned change.

CONSIDER APPROVAL OF MINUTES:

The meeting minutes of July 26, 2022 meeting were presented and discussed, Mr. Johnson noted a few names were wrong on the original meeting minutes that were e-mailed out, but those names have been corrected and a clean copy was in front of the board.

Upon motion duly made by Director Emily Kupec, seconded by Director Ed Ryan & Director Jerry Helton Director Greg Michalik, and unanimously carried to approve the meeting minutes of July 26, 2022.

PUBLIC COMMENTS: At this time Director Emily Kupec, opened the meeting for public comments, having no public comments 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 Ed Ryan & Director Greg Michalik, 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 Ed Ryan & Director Chris Coan, 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 Ed Ryan, Director David LaFontaine, Director Andrea Lindquist, and Director Greg Michalik, 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 Ed Ryan Director Janice Alwin & Director Mark Durand, Director Chris Coan, 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.

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 Ed Ryan, Director Larry Roche & Director Greg Michalik, and unanimously carried to authorize Mr. Johnson to prepare for District No's. 1 -5 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 No.'s 1-5 March 2022 through October 2022 with the total of \$299,873.12, After further discussion on the matters and.

Upon motion duly made by Director Emily Kupec, seconded by Director Ed Ryan & Director Janice Alwin, Director Chris Coan, and unanimously carried, the Board approved the payable of WHMD No's. 1-5 March 2022 through October 2022 with the total of \$299,873.12.

CONSIDER APPROVAL & RATIFICATION OF THE PROMISSORY NOTE FOR DISTRICT NO 4:

Mr. Johnson stated the Promissory notes required renewal yearly and periodically to correspond to capital acquisitions or annual calculations of interest accrual, Mr. Johnson 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 Ed Ryan, Director Janice Ward & Director Greg Michalik, and unanimously carried, the Board approved the updates to the Promissory Note for 2022 as discussed.

PUBLIC HEARING FOR DISTRICT NOS. 1-5 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. 1-5 BUDGET HEARING:

Upon motion made by Director Emily Kupec, seconded by Director Ed Ryan & Director Greg Michalik, and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2023 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 2023 budgets to the Board, along with going over Clubhouse & swimming pool items as requested by Director Mary Stover.

Following discussion, the public hearing was closed upon motion duly made by Director Emily Kupec, seconded by Director Ed Ryan, Director Mary Stover, Director Jon Turner & Director Greg Michalik, and unanimously carried.

Upon motion duly made by Director Emily Kupec, seconded by Director Ed Ryan & Director Greg Michalik, 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; 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 Ed Ryan, Director Warren Turner, Director Mark Fidrych, Director David LaFontaine & Director Chad Cowan, 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 No. 1 through No. 5, with the Boards.

1. **Site Work:**
 - a. Project is getting older, more repairs and up-grades.
 - b. Fence inspections, fixing several rotten posts, area along trail is getting worse.
 - c. Staining Fence in District No. 1 and No. 2.
 - d. One day we should stop staining and pick a trek (Plastic or Vinyl) style maintenance free style.
 - e. Checking on detention areas and cleaning drain pans.

- f. Patio homes 3; detention area native grass growing very well, mow twice a year. Had six dead trees replace. Water table in area, can't water more than twice a week.
- g. Clubhouse/pool Back flow testing set up for June.
- h. Pool re-surface (inside the pool). Can get bid, normally last 7 to 10 years.
- i. Lounge chairs ordered if budget allows. We should have enough now.
- k. Pool grill old, will order new and have gas line replace due to age.
- l. Have bid to re-paint inside of clubhouse. Est \$5,500.00, getting bid for exterior.
- m. Pool Chlorine tablets gone up over 20%.
- n. Tree winter water to be done on new trees, in 2023.
- o. Golf Course will raise non-potable rates soon.
- p. New Clubhouse to open within the next 30 days. Will send notice, when this happens.

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. District Audits will be completed in late July, put on State web site, along with link from DOLA.

Landscaping Committee updates:

Director Janice Ward discussed activities in the Landscape Committee activity. The Landscape Committee originally conceived to investigate xeriscaping some areas of the district to reduce our water usage. But due to a large (\$40,000) estimate to convert our median on Highland Meadow Parkway, along with the current low cost of our non-potable irrigation water, xeriscaping was determined not to be a priority use of District funds at this time.

As part of our budget review, the Landscape Committee investigated why we had to replace 40 trees in the district this year. This is costly, and the repeated replacement of trees does not allow our neighborhood landscape to mature, which would make it more resistant to periods of drought.

After committee discussion, Director Janice Ward collected records from a nearby NOAA (National Oceanic and Atmospheric Administration) precipitation station. A significant decrease in precipitation was identified for each year since 2018 compared to the 30-year average record.

Periods when the ground is not frozen in the fall, after irrigation is stopped, and in early spring, before irrigation is started, are important times for young trees to have adequate water. (See recommendations in CSU Fact Sheet 7.211 Fall and Winter Watering).

The Fact sheet recommends monthly winter watering when the ground is not frozen to prevent injury to roots that weaken young trees and can subsequently kill them. Trees 5 years and older are generally able to survive periods of low precipitation because their root systems are much larger. Lower than normal precipitation is only one factor that can damage young trees, but it is an important factor that had changed over time in the neighborhood. Consequently, the Committee recommended that we adopt a winter/spring watering system whenever the ground is not frozen and precipitation is below normal (one member disagreed).

Mr. Johnson stated that the purchase of the new trees did include 4 waterings, and the watering would happen when needed. The Landscape Committee recommendation would apply to trees older than newly planted through 2 years of age.

Director Jon Turner stated that perhaps the irrigation schedule could be lengthened into the fall a few weeks by slightly reducing the neighborhood's water usage during the irrigation season. Director Jon Turner will update the boards at the next meeting.

Mr. Johnson stated that in the past, when the ditch diversion stopped, no more deliveries were made. He will meet with the golf course to see if our irrigation schedule can be extended, though it has not been done before. This would be preferable and less expensive than buying additional water.

Landscaping Committee updates on Detention Pond/native grass area by Patio Homes 2 & 3:

Directors, Chad Cowen, Greg Michalik, & Mary Stover.

Director Mary Stover re-capped a few items, at the WHMD meeting in July 2022, three homeowners voiced their concerns about the condition of the detention pond by Patio Home 3. Concerns brought to the attention of the board included the lack of weed control, dead trees, and overall appearance of this area.

Director Mary Stover stated a walkthrough of the detention area was scheduled for August 2 and attended by Director Chad Cowen and Director Mary Stover, Guy Johnson - Manager of WHMD; and Joseph Potkanowicz - General Manager Precision Landscape and Maintenance. After a walk it was agreed to follow up on current maintenance plan, it was recommended and agreed upon to perform the following tasks:

- Identify and spray weeds
- Check irrigation on each tree to assure functionality
- Replace dead trees
- Clean weeds and debris around tree rings
- Add mulch to all tree rings
- Mow area twice per year
- Reseed bare areas with Prairie Grass mix

The above items, except the reseeding, are considered normal maintenance for this area and no additional cost was incurred.

A follow up walk through was scheduled for October 19 and was attended by Mary Stover, Guy Johnson, and Joseph Potkanowicz.

Progress:

- Identify and spray weeds – complete, this will be an ongoing task.
- Check irrigation on each tree to assure functionality – complete.
- Replace 6 dead trees – complete.
- Clean weeds and debris around tree rings – complete.
- Add mulch to all tree rings – in process, this was complete.
- Mow area twice per year – complete.
- Reseed bare areas with Prairie Grass mix - hydro-seeding is scheduled for Spring of 2023.

Two acres are to be re-seeded at a cost of roughly \$10,000.

The overall appearance of the detention pond has improved. Attention to future weed spraying, monitoring of irrigation and re-seeding two acres with Prairie Grass will help to further improve the appearance of this area over time.

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 Emily Kupec, seconded by Director Jon Turner, and Ed Ryan, and unanimously carried, the Board adjourned the November 29, 2022, Nos. 1– 5 at 5:10 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 Nos. 1 - 5.

A handwritten signature in blue ink, appearing to read 'G. D. Johnson', with a long horizontal flourish extending to the right.

Guy D. Johnson Secretary for the meeting

Nov 2022 Landscape Committee Report
(Janice Alwin, Greg Michalik, Mary Stover, Janice Ward)

At the WHMD meeting in July 2022, a small committee was formed to discuss possibilities of reducing water usage in open spaces like the road medians by introducing some xeriscape. It was quickly determined that converting traditional landscape to xeriscape can be expensive, there is no additional money in our landscape budget for this use, and xeriscape is also not currently an acceptable feature in our District landscape plan approved by the City of Windsor. Additionally, our water costs are fairly low compared to others in the area. So pursuing this idea at this time does not seem practical.

As part of that process, the committee had discussions about the landscape maintenance and watering schedules that are currently in place – specifically regarding the over 900 trees in our neighborhood. We have a concern about the health of our trees and the seemingly large number of tree replacements that are done, including associated costs. Neighbors have also been expressing this concern.

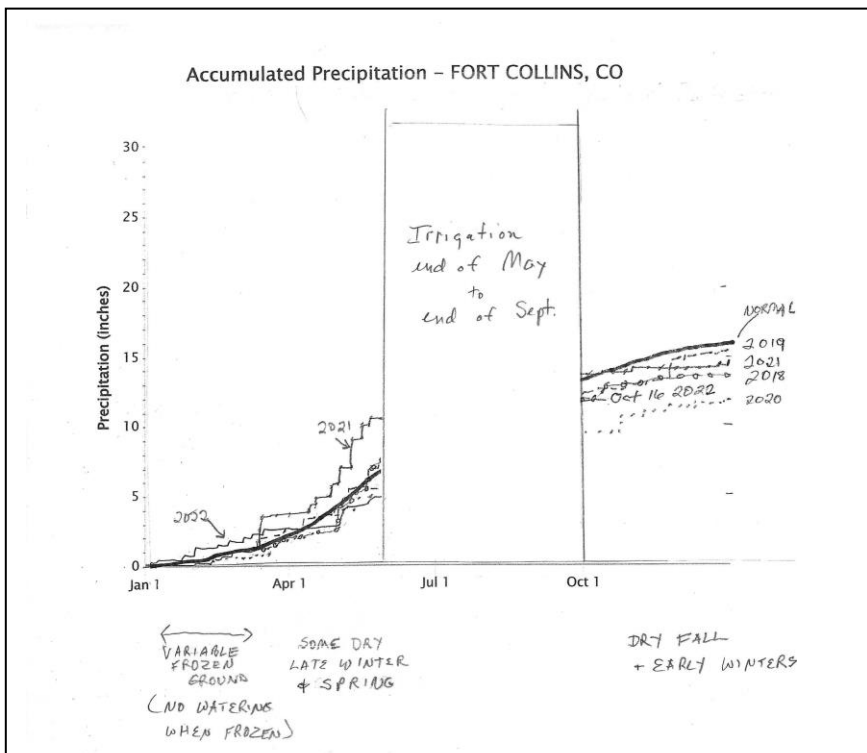
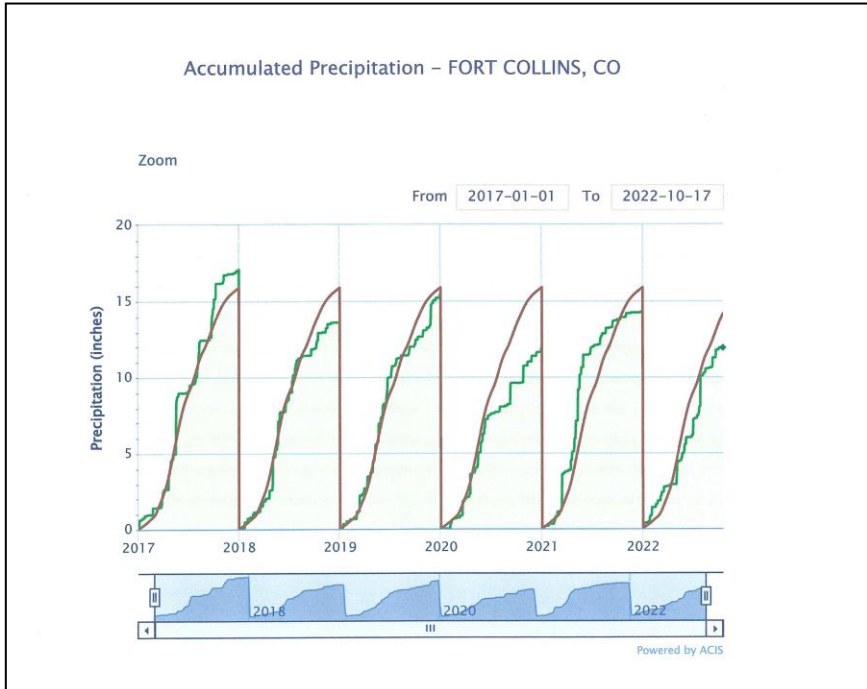
Why are we replacing so many trees? Sixty trees were replaced in 2022 in the WHMD. Forty-six were in Districts 1-5. Six were replaced under warranty. The cost to replace 40 trees @ \$943.50 each is \$37,740. Understandably, there will always be trees that need to be replaced due to poor soil conditions, injury, or disease. But our goal is to support our trees as much as possible so that they grow to maturity and contribute to the value of our neighborhood.

The committee identified specifications in the landscape contract for tree maintenance that were not currently being met which could affect their growth, including maintaining tree rings and mulch around the base of trees. We also identified that new and young trees in our area may be lacking water outside of our district irrigation period of late May through September.

Advice given by CSU extension (see Fact Sheet 7.211 called Fall and Winter Watering) and many local nurseries states that trees that are less than 2 years old suffer increased stress from injury to their roots from lack of water over the winter and early spring. Trees with this injury leaf out normally in April and May, but may weaken or die in late spring or summer when temperatures rise, and they may be more susceptible to diseases.

Our local area has had reduced rainfall in late fall and early spring since about 2018 when the ground is thawed and trees are actively growing (chart attached). Based on this information, our committee recommendation of 3 votes yes, 1 vote no, is to provide late fall and early spring watering of trees 2 years of age or less at one time per month whenever the ground is not frozen and there is no irrigation, unless we get substantial precipitation.

The cost for winter watering our trees for 2023 is about \$5000 and is included in our 2023 budget. Although winter watering will help young trees to thrive, we don't know if this will totally solve the problem. Our recommendation is to try this method for a period of time (to be determined) and test the recommendation. The sub-committee believes that the cost of winter watering may reduce the cost of and the number of replacement trees over time and result in more mature trees throughout our neighborhood. Landscape Committee noted that one member was not in support of their request for winter watering, stating it did not make financial or practical sense.



Fall and Winter Watering

Fact Sheet No. 7.211

Gardening Series | Basics

by J.E. Klett and R. Cox*

Dry air, low precipitation, little soil moisture, and fluctuating temperatures are characteristics of fall and winter in many areas of Colorado. Often there is little or no snow cover to provide soil moisture from October through March. Trees, shrubs, perennials and lawns under these conditions may be damaged if they do not receive supplemental water.

The result of long, dry periods during fall and winter is injury or death to parts of plant root systems. Affected plants may appear perfectly normal and resume growth in the spring using stored food energy. Plants may be weakened and all or parts may die in late spring or summer when temperatures rise. Weakened plants also may be subject to insect and disease problems.

Plants Sensitive to Drought Injury

Woody plants with shallow root systems require supplemental watering during extended dry fall and winter periods. These include European white and paper birches; Norway, silver, red, Rocky Mountain and hybrid maples; lindens, alders, hornbeams, dogwoods, willows, and mountain ashes. Evergreen plants that benefit include spruce, fir, arborvitae, yew, Oregon grape-holly, boxwood, and Manhattan euonymus. Woody plants also benefit from mulch to conserve soil moisture.

Herbaceous perennials and ground covers in exposed sites are more subject to winter freezing and thawing. This opens cracks in soil that expose roots to cold and drying. Winter watering combined with mulching can prevent this damage (See fact sheet [7.214, *Mulches for Home Grounds.*](#))

*J.E. Klett, Colorado State University Extension horticulture specialist and professor, horticulture and landscape architecture; and R. Cox, Extension horticulture agent, Arapahoe County. 3/13

Lawns also are prone to winter damage. Newly established lawns, whether seeded or sodded, are especially susceptible. Susceptibility increases for lawns with south or west exposures.

Watering Guidelines

Water only when air temperatures are above 40 degrees F. Apply water at mid-day so it will have time to soak in before possible freezing at night. A solid layer (persisting for more than a month) of ice on lawns can cause suffocation or result in matting of the grass.

Plants receiving reflected heat from buildings, walls and fences are more subject to damage. The low angle of winter sun makes this more likely on south or west exposures. Windy sites result in faster drying of sod and plants and require additional water. Lawns in warm exposures are prone to late winter mite damage. Water is the best treatment to prevent turf injury (see fact sheet [5.505, *Clover and Other Mites of Turfgrass.*](#))

Monitor weather conditions and water during extended dry periods without snow cover – one to two times per month.

Newly Planted vs. Established Plants

Newly planted trees are most susceptible to winter drought injury. Trees generally take one year to establish for each inch of trunk diameter. For example, a two inch diameter (caliper) tree takes a minimum of two years to establish under normal conditions.

Trees obtain water best when it is allowed to soak into the soil slowly to a depth of 12 inches. Methods of watering trees include: sprinklers, deep-root fork or needle, soaker hose or soft spray wand. Apply water to many locations under the dripline and beyond if possible. If using a deep-root fork or needle, insert no deeper than 8 inches into the soil. As a general survival rule, apply 10 gallons of



Quick Facts

- Water trees, shrubs, lawns, and perennials during prolonged dry fall and winter periods to prevent root damage that affects the health of the entire plant.
- Water only when air and soil temperatures are above 40 degrees F with no snow cover.
- Established large trees have a root spread equal to or greater than the height of the tree. Apply water to the most critical part of the root zone within the dripline.

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water for each diameter inch of the tree. For example, a two-inch diameter tree needs 20 gallons per watering. Use a ruler to measure your tree's diameter at 6" above ground level.

Newly planted shrubs require more water than established shrubs that have been planted for at least one year. The following recommendations assume shrubs are mulched to retain moisture. In dry winters, all shrubs benefit from winter watering from October through March. Apply 5 gallons two times per month for a newly planted shrub. Small established shrubs (less than 3 feet tall) should receive 5 gallons monthly. Large established shrubs (more than 6 feet) require 18 gallons on a monthly basis. Decrease amounts to account for precipitation. Water within the dripline of the shrub and around the base.

Herbaceous perennial establishment periods vary. Bare root plants require longer to establish than container plants. Perennials transplanted late in the fall will not establish as quickly as those planted in spring. Winter watering is advisable with late planted perennials, bare root plants, and perennials located in windy or southwest exposures.

Additional Information

For more information, see the following

Planttalk Colorado™ script.

[1751, Fall and Winter Watering:](#)

[During Drought](#)