



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

HELD: Wednesday, March 21, 2023, at 4:00 p.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 Emily Kupec, Director, Director Warren Turner, Director Ed Ryan, Director Andrea Linnquist, Director Janice Ward, Director Mark Fidrych, Director David LA Fontaine, Director Larry Roche, Director Janice Alwin, Director Chris Coan, Director Chad Cowan, Director Mary Stover, and Director Greg Michalik, District Management Guy Johnson, & Jackie Johnson, were physically present.

Director Jon Turner, and Director Martha Turner was present via teleconference,
Director Gerald Helton was absent and excused.

Several homeowners were present, please see the sign sheet.

CALL TO ORDER:

Director Emily Kupec called the meeting to order at 4:04 p.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:

Note 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 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:

Mr. O’Leary 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 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. The posting did include specific agenda information. Mr. Johnson further noted that notice of this joint organizational meeting had been posted on the web site.

APPROVAL OF AGENDA:

The Board reviewed the agenda, with no changes to the agenda presented,

Upon motion was made by Director Emily Kupec and seconded by Director Ed Ryan, Director Warren Turner, Director Chad Cowan, Director Mary Stover, unanimously carried to approve the agenda.

APPROVAL OF MINUTES:

The meeting minutes of November 29, 2022, was presented and discussed,

Upon motion made by Director Emily Kupec and seconded by Director Warren Turner, Director Andrea Linquist, Director Janice Ward and Director Ed Ryan; and unanimously carried to approve the meeting minutes of November 29, 2022.

CONSIDER APPROVAL AND RATIFICATION OF THE CLUBHOUSE & POOL FEES:

Mr. Johnson presented the Fee Schedule with the only changes being to the Out of District Pool Membership fee being \$550.00, the guest pool fee of \$5.00 per guest with a limit of 4 guest per day and the status letter fee of \$200.00 (\$100 Administrative fee and \$100 Transfer fee). Upon further discussion

Upon motion made by Director Emily Kupec and seconded by Director Warren Turner, Director Janice Alwin and Director Greg Michalik; and unanimously carried to approve the updates to the Fee Schedule as:

Out of District Pool Memberships \$600.00 per Membership and 70 to be sold.

Each Resident would receive a free 10 Punch Pass and after that they have used those each guest would be \$5.00 per guest over 2yrs of age and a limit of 4 guest per day.

Status Letter Fee would be \$200.00 per status letter request, \$100 Administrative Fee \$100 Transfer fee.

CONSIDER APPROVAL OF THE RESOLUTION OF AUDIT EXEMPTION FILING ON-LINE:

Mr. Johnson presented the Resolution to file the audit exemptions on-line for District# 1, 2, & 3, with no further discussion,

Upon motion made by Director Emily Kupec and seconded by Director Warren Turner, Director Greg Michalik Director Mark Fidrych, and Director Ed Ryan; and unanimously carried to approve the Resolution for On-line filing of the Audit Exemptions for District# 1, 2, & 3.

APPROVAL & RATIFICATION OF PAYABLES FROM November 2022 – February 2023:

Guy Johnson presented the payables for WHMD No. 5-10 November 2022 – February 2023 totaling \$589,058.76, With minor questions since payables have been sent to the board prior to the meeting no further discussion,

Upon motion made Director Emily Kupec and seconded by Director Warren Turner, Director Mary Stover, Director Greg Michalik and Director David LA Fontaine; and unanimously carried to approve the payables for WHMD 5-10 November 2022 – February 2023 totaling \$589,058.76.

Mr. Guy Johnson told the board if they ever wanted to review the original payables/invoices, that they do bring a notebook with the originals to the meeting. If that did not work, they could be brought to any board member for review. Mr. Johnson then asked the board if they would like all the invoices scanned and put in the meeting packets. The board overwhelmingly said they did not want the payables scan and part of the meeting packets; the spreadsheet was proficient.

Director Janice Alwin asked, what would be the purpose of this? The board packets already included a spread sheet listing the payables, with all the monthly totals. Director Janice Alwin noted the District hired Mr. Johnson as manager and should have confidence that he was reviewing the invoices before processing and that was part of managements job to review and approve all invoices.

It was noted; The check signers Directors Jon Turner, and Director Emily Kupec from District No. 5 reviewed all payables before signing the checks. Mr. David O’Leary noted scanning and e-mailing the account info through the internet was not advised.

Directors Roche asked why he could not get a copy of those invoices for transparency. Mr. O’Leary stated they were available to him prior to the meeting and at the meeting and this was an unnecessary step. Mr. Johnson stated he had brought the notebooks with the original invoices to Mr. Roche for review before and would gladly do it any time.

DISTRICT LEGAL COUNSEL REPORT:

Mr. O'Leary stated with no more self-nominations received than open seats the 2032 Election was canceled.

Director Larry Roche asked how other board members could be on District No. 5's board? Mr. O'Leary explained that you could only be on boards where you resided in or owned property in, District #5 property owners could appoint you to the board if they so choose too.

DISTRICT MANAGERS REPORT:

1. Site Work:

- a. Golf course non-potable water start dates. Homeowners were requesting a May 1 irrigation date and an extension of irrigation into the month of October. Golf course management informed WHMD of the storage limitations at tract H and the uncertainty of louden water being delivered in the month of May. We discussed landscaping assets being protected and replacement of trees. We discussed Maintenance contractors and their ability and willingness to manage sprinkler clocks and watering times/schedule.

A solution was arrived at:

On the last Monday in April, Maintenance contractors will pressure up all of the District, HOA water lines. They will check for damage, leaks, and issues that could delay the delivery of water. This will allow for ample time to address issues and prepare the system for when water is available.

When Louden ditch is flowing (historically, the ditch is flowing by May 11) onto golf course property, a representative from the golf course will notify Maintenance contractors that the irrigation clocks can be turned on in the community. In late April or the first of May, depending on water storage water may be release 1 day a week or 2 days a week.

As far as extending the irrigation season into October, that will depend on when the ditch stops flowing, how much water storage we have in tract H, scheduled blow-outs, and weather conditions. The unknown is how long water is delivered to the WHMD site and the weather conditions.

- b. Fence inspections, fixing several rotten posts, broken pickets, and the area along the trail is worse.
- c. Staining Fence in District No. 1 and No. 2. One day we should stop staining and pick a maintenance free fence.
- d. Pick a style of fence and material of fence. Talk on Homeowner side lot and wing fences.
- e. **Fence replacements:** Director Jerry Helton would like to make sure we get the ball rolling on fence replacement in the near future. With board permission Jerry and I will get roughly three styles of low maintenance style's fence in a 6-foot and 4 -foot height to present to the board.

Making sure it is low maintenance, by not needing to be stained and easy on repairs, to where the whole fence does not have to be taken apart to fix one picket. The WHMD Boards were fine with Director Jerry Helton working on the fence styles and replacements.

- f. **Pickle Ball:** WHMD does not really have a place to put any courts, or money to put in. I am told the Tennis Center will expand across the street to the north and add pickle ball courts and tennis courts, but you would have to be a member to use.

A resident who wants free pickle ball courts nearby would like a Board member to help talk with the Town of Windsor to get free pickle ball courts in the area. They supplied a list of about 33 residents of WHMD, who would like to see this happen and 16 other folks that live nearby. With board permission, Director David Fontane would want to help this cause.

After the board discussed Pickleball and all the board members that play pickleball, all WHMD board members agreed to have Director David Fontane work with residents in the area to get pickleball courts installed by the Town of Windsor. Noting that Director David Fontane could represent WHMD at Town of Windsor meetings and correspondence. Director Mary Stover also said she would be willing to help Director David Fontane if needed.

With no further discussion on the pickle ball issue, Upon motion was made by Director Warren Turner and seconded by Director Greg Michalik, unanimously carried to approve Director David LaFontaine to represent WHMD interest in the Town of Windsor installing, paying for, and maintaining a pickle ball court at Aberdour Circle, or one of the other locations they are considering in the Town of Windsor.

- g. **Vole Issues:** Voles in native grass? Typically, they live in mulch or under snow during the winter. In residence backyards homeowners feel coming from open space. Homeowners feel the district should treat this. Voles: Some homeowners backing to District native grass tracts or golf course native grasses, have had issues with voles. The homeowner in these areas feels the District should mitigate native grass areas for this. The 3 homes that have called or e-mail are part of an HOA, and I told these folks to talk to the HOA about paying for this. Golf Course tracts would not do any mitigation. Voles, or other rodents, assorted wildlife are part of nature, as to where the District or the homeowner cannot control. This also goes for any native grasses, weeds, tree roots, etc., that encroach onto someone's property, the property owners should take care of any issues on their side of the property line and not on District tracts or golf course tracts. But the board can decide if they want to do any mitigation on voles. The cost is around \$200.00 a month, for each area on District property, but the HOA or homeowner would have to do the same mitigation on their side of the property line for any mitigation to work. Mitigation can go on for several months or years.

The WHMD Boards felt that this was part of wildlife and nature, noting that the WHMD would not treat for voles, wildlife, weeds, or native grasses getting into yards. The homeowners or HOA's should mitigate any voles, wildlife or any weeds, or native grasses approaching their properties. Also noting any mitigation should be on their own property. HOA's or homeowners are not to place traps, poison or any pesticides on District property or any golf course property as this is against the law.

- h. Project is getting older, more repairs and up-grades.
- i. Checking on detention areas and cleaning drain pans.
- j. Patio homes 3; detention area native grass growing very well, mow twice a year. Had dead trees are replaced, will check on this spring. Water table in area, can't water more than twice a week.
- k. Roof issues, getting repairs around \$4,900.00.
- l. Clubhouse/pool Back flow testing set up for June.
- m. Pool re-surface (inside the pool) in 2024 or 2025. Can get bid, normally last 7 to 10 years.
- n. Lounge chairs, tables and one picnic table to be ordered.
- o. Pool grills old, will order new and have gas line replace due to age.
- p. Re-paint the inside of the clubhouse and outside when?
- q. Pool Chlorine tablets gone up over 45%.
- r. Tree winter water to be done on new trees, in 2023.
- s. Golf Course will raise non-potable rates soon.
- t. New Clubhouse is open.

2. Web Site:

- a. The web site is updated for all Districts, will add documents as needed.

3. Office:

- a. Talk on meetings or Q & A sessions for the public. **No board members wanted a Q & A session for the Public, however, a few board members were interested in a work session prior to the regular board meetings.**
- b. District Audits exemption was completed, put on State web site, along with link from DOLA.
- c. District Audits will be completed in late July, put on the State web site, along with link from DOLA.

4. Board member Committee or representative:

- a. Landscape: Janice Ward
- b. Fence replacement: Jerry Helton
- c. Pickle Ball: Dave Fontane

OTHER MATTERS: None.

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

The Board opened the floor for Public Comments

The board recognized Barry Vanderwyn on Crooked Stick Dr, Mr. Vanderwyn stated that he presented Patio homes 3 and wanted to make sure that if there was any issue with Patio Homes 3 or any vendor they use, that the board or the vendor be contacted prior to contacting the Town of Windsor. Barry Vanderwyn said someone complaint in reference to snow being removed from the driveways and put on the streets. Patio Homes 3 and the maintenance contractor received a citation along with a fine, from n of Windsor code enforcement. Mr. Johnson stated that we did not have any complaints nor did the district contact the Town in reference to this, and yes, the district would contact the vendor to discuss any issues. Mr. Johnson did note he knew of these issues from previous years.

The board recognized Director Ed Ryan, Mr. Ryan asked if the Bend Apartments had their own amenities, or would they use WHMD amenities? Director Emily Kupec stated the Bend apartments were inside District boundaries Numbers & through No. 10., and they could use the amenities however, they had their own pool/hot tub, and she did not have any interest in using the amenities at 6254 or 6795 Crystal Downs Drive.

Director Ed Ryan asked if the residents in District 1-5 could use the Bend Apartment amenities, and Director Emily Kupec stated those were private amenities and could not be accessed by the residents of 1-5.

The board recognized a member of the audience without giving his name, or we could not hear it; he asked about the bank note that was to come due in 2024 and what were the next steps in this matter. Mr. O'Leary stated that over the next few months banks and bond companies would be reaching out to him (Mr. O'Leary) and Director Jon Turner with proposals to re-finance the bank note. The current US Bank note would be refinanced in 2024.

Director Larry Roche asked how the board would know of the cost of issuance of any bank note or bond. Director Larry Roche was asking for guaranteeing transparency and that no board members were given incentives /kickbacks to choose a particular bank/institution.

Director Roche stated he wanted transparency since there was issued with the McWhinney's in other districts under these circumstances of getting some kind of financial incentive to go with certain banks or bond processing companies. Mr. O'Leary cautioned Director Roche of his accusations and stated all bank/bond closings provided a statement of cost of issuance at closing.

The board recognized Director Larry Roche: he asked what the amount was the district held in Reserved. Mr. Johnson stated that at this time the district is holding roughly \$1,200,00 in Colo Trust, a payment to US Bank would coming out in May in the amount of \$350,000, leaving roughly \$750,000, this included Tabor Reserves and Bank Loan Reserve requirements. \$85,940.00 roughly in First Bank for daily operations,

ADJOURNMENT:

Following no further discussion

Upon motion made by Director Emily Kupec and seconded by Director Warren Turner, Director Greg Michalik; and Director Chad Cowan, unanimously carried to approve 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 5:38 p.m.

The foregoing minutes constitute 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