



**RECORD OF PROCEEDINGS
MINUTES OF THE COMBINED SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
WINDSHIRE PARK METROPOLITAN DISTRICT NOS. 1 & 2**

HELD: April 07, 2020, at 10:00 a.m. Meeting was held at 1927 Wilmington Drive, Suite 101, Fort Collins, Colorado 80528. Notice was provided to have all participants attend via Telephone Conference Only due to State Stay at Home Orders

ATTENDANCE:

The joint special meeting of the Boards of Directors of the Windshire Park Metropolitan District Nos. 1 & 2 (collectively, the “Board”) was called and held as shown above and in accordance and in compliance with the applicable statutes of the State of Colorado, with the following directors present via telephonically:

Dino DiTullio, Michael J. DiTullio, Jon Turner, Martha Turner, Jennifer DiTullio

The following Directors were absent and excused:

None

Also present were David S. O’Leary of Spencer Fane LLP (via teleconference), and Jackie Johnson from the District (via teleconference), no homeowners were present in person or by telephone (please see sign in sheet for attendance). Guy Johnson, District Manager was present at the District’s offices located at 1927 Wilmington Drive, Suite 101, Fort Collins, Colorado 80528.

CALL TO ORDER:

Jon Turner called the meeting to order at 10:00 a.m., noting that a quorum was present for all of the Boards.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:

Mr. O’Leary reported that 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. Mr. O’Leary informed the Board that the public official bonds had been obtained and that all of the Board members had been administered their Oaths of Office and those Oaths are on file with the District Court and Division of Local Government.

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 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 at least one public place within each of the Districts at least 24 hours in advance of the meeting or electronically on the District’s website in accordance with statutes. If possible, the posting should include specific agenda information. Mr. Johnson further noted that notice of this combined special meeting had been so posted on site and on the WPMD web site.

APPROVAL OF RESOLUTION ESTABLISHING ELECTRONIC BOARD MEETING POLICY:

Mr. O’Leary discussed the Resolution Establishing Electronic Board Meeting Policies, and the Declaration of Local Disaster Emergency, noting that due to the state stay at home orders and COVID-19 virus concerns for the health, safety and welfare of the board, residents and interested parties telephonic or electronic meetings should be held for the time being. There was no further discussion

Upon motion made by Director Jon Turner and seconded by Director Mike DiTullio and unanimously carried to approve the Resolution Establishing Electronic Board Meeting Policy and the Declaration of Local Disaster Emergency.

APPROVAL OF AGENDA:

Guy Johnson presented the agenda. The Board reviewed the agenda,

Upon motion made by Director Dino DiTullio and seconded by Director Martha Turner and unanimously carried to approve the agenda.

APPROVAL OF MINUTES:

The meeting minutes of December 5, 2019 meeting was presented and discussed,

Upon motion made by Director Jon Turner and seconded by Director Mike DiTullio and unanimously carried to approve the meeting minutes of December 5, 2019.

APPROVAL & RATIFICATION OF THE RESOLUTION FOR POSTING LOCATIONS:

Mr. Johnson presented a Resolution for the Posting Location which included posting on the District website, with no changes on posting the Districts. Mr. Johnson also noted that District meetings have been and will be posted on the web site, following discussion,

Upon motion duly made by Director Dino DiTullio, seconded by Director Mike DiTullio and unanimously carried, the Board approved the Resolution of Posting Locations.

FINANCIALS:

Mr. Guy Johnson reviewed with the Board the payables of December 2019 through March 2020 in the amount of \$86,218.88

Upon motion duly made by Director Jon Turner, seconded by Director Martha Turner and unanimously carried, to approve the payables of December 2019 through March 2020 in the amount of \$86,218.88.

APPROVAL & RATIFICATION OF THE PROMISSORY NOTE:

Mr. Guy Johnson state the Promissory note required renewal annually; Mr. Johnson noted the only changes were the interest for the prior year,

Upon motion duly made by Director Jon Turner, seconded by Director Jennifer DiTullio and unanimously carried, the Board approved the Promissory Note to date.

DISTRICT LEGAL COUNSEL REPORT:

David O'Leary states the May 2020 election would be canceled, there were 4 residents that ran for the District No. 2 board; Four of the incumbent Board Members agreed to step aside and withdraw their candidacy in order to allow those residents to sit on the Board of District No. 4. Therefore, 4 current District No. 2 Board Members would step down at the end of their term. District No. 2 will be electing 4 new residents to the District No. 2 board by acclimation. This would save the District roughly \$25,000 in election costs and expenses. District No. 2 Board Members would be; President Jon Turner, then after the election and board oaths of office have taken place the following board members would be; Todd Yancey Vice chair/Asst Sec, Sheila Stone Vice chair/Asst Sec, Tim Hoops Vice chair/Sec, and Brett Parsons Vice chair/Asst Sec.

Upon motion duly made by Director Dino DiTullio, seconded by Director Mike DiTullio and unanimously carried, to make Director Jon Turner as President of WPMD #2 and have the District consultants and DEO reach out to those new board members to secure their oaths of office after the May 5, 2020 election date.

DISTRICT MANAGERS REPORT:

Mr. Guy Johnson stated:

1. General District items:

- a. Social committee in place at this time. Working on a few small issues.
- b. Need to add money to reserves for fence. Must have replacement cost for District property in reserves.
- c. District Audits is completed on both Districts for 2018. 2019 to start in May of 2020.
- d. Cleaning detention ponds monthly and drain pans on site. Working with the Town on Drainage matters.
- e. Working with developer and builder on Phase 5, area is landscaped.
- f. Town Park built by the developer is complete and the Town is overseeing the maintenance. District will supply water, and will establish rates for 2020.
- g. Elections: Have enough candidates to cover empty seats. 1 H/O tried to get on board, had several issues.

2. Site Work:

- a. Non-Potable system did not get river water until June 12th 2019. (Few residents very up-set)
- b. Larger pond, was great once water came in, very few issues.
- c. Non-Potable system, Will start up in late May or early June 2020. Non-Potable system shuts down 10/16/2020.
- d. Non-potable storage ponds need's grade work and other items.
- e. Need to rent CBT for non-potable water for all irrigation in 2020. Need 150 CBT's.
- f. **District should budget to buy its own water rights.**?
- g. Non-Potable system: Look at automated meter read invoice system for actual water usage. Budget to change out water meters in Phase 1, to expensive. Over \$160,000.00
- h. All fence has been stained in Phase 1, need to start again in 2020 for Phase 2, maybe Phase 3 depends on budgets and election funds.
- i. Doing general maintenance on pump house pumps and grade work. Will burn ditches, clean out ditches.
- j. Work on pump house storage pond liner. Est. \$160,000.00.

3. Web Site:

- a. Keeping web site up.

4. Pool:

- a. Note will need to budget for a new pool heater in the next 2 years or so. Estimated cost for new heater \$31,200.00.
- b. Pool will need to be re-surfaced soon. Est. cost \$50,000.00. Normally every 10 to 12 years.
- c. Getting boilers inspected by the State Inspector. Adding chlorine injector pump to the Pool in 2020.
- d. No Pool agreement with TRMD. Will sell limited Pool memberships to the public.
- e. Pool area storage. Getting bids for storage shed to place on concrete pad in pool area.
- f. Pool hours change when school starts in August, 4:30 pm to 7:30 pm weekday hours, due to school late hours.
- g. Issues with some settlement on the pool deck will need to get corrected soon.
- h. Have made repairs on playground, fixing and replace parts as needed every year.
- i. Need to add money to reserves for long term replacement of pool/pump house and Aluminum Fence.

OTHER MATTERS:

The Board discussed from the District Managers Report in reference to the pond and the need for a liner, Director Dino DiTullio asked that the board analyze the proposals that Guy Johnson had and to verify that there was monies in the District reserves to cover the cost, the Board felt this was a District issue not a Developer issue, with no further discussion,

Upon motion duly made by Director Jon Turner, seconded by Director Dino DiTullio and unanimously carried to approve the District Manager to spend up to \$180,000.00 to line the pond with granite and make necessary action to maintain the ponds integrity.

Guy Johnson asked that the board take a brief recess and review the draft minutes of this meeting to be completed, after review of the minutes by the Board,

Upon motion duly made by Director Jon Turner, seconded by Director Mike DiTullio and unanimously carried, it was Resolved to approved the minutes of the April 7, 2020 Board meeting with such changes as noted by the Board.

PUBLIC COMMENTS:

There was no public in attendance in person or by telephone.

ADJOURNMENT:

Following no further discussion,

Upon motion duly made by Director Jon Turner, seconded by Director Dino DiTullio and unanimously carried, the Board adjourned the joint organizational meeting of the Board of Directors of the Windshire Park Metropolitan District Nos. 1 & 2 at 10:40 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 Windshire Park Metropolitan District Nos. 1 & 2.

Guy D. Johnson, Secretary for the Meeting