



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

HELD: August 30, 2022, at 6:00 p.m. Meeting was held at 6000 Summerfield Parkway, Timnath, Colorado 80547

CALL TO ORDER:

Director Tim Hoops called the meeting to order at 6:04 p.m., noting that a quorum was present for all of the Boards.

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 were present; Dino DiTullio, Jennifer DiTullio, Sheila Stone, Tim Hoops, Todd Yancey, James Wertz, and Brian James
The following Directors were absent and excused: Martha Turner, and Jon Turner

Also present were David S. O'Leary of Spencer Fane LLP, Guy Johnson, Jackie Johnson from the District and numerous homeowners, please see sign in sheet for attendance.
Present via Teleconference was Shasta from the District.

DISCUSSION OF OPEN MEETING REQUIREMENTS/POSTING REQUIREMENTS:

Mr. Johnson discussed the open meeting requirements and the posting requirements for the Districts, noting that any non-social meeting of three or more (or a quorum) of the directors constituted an official meeting, and that notice of a meeting for the Districts is to be (1) posted in at least one public place within each of the Districts at least 24 hours in advance of the meeting or (2) electronically on the district's website in accordance with statutes, and If possible, the posting should include specific agenda information. The meeting notice was also provided to each Board member. Mr. Johnson noted that notice of this combined special meeting had been so posted on site and on the WPMD web site.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:

Mr. Johnson 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. 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.

APPROVAL OF AGENDA:

Mr. Johnson presented the agenda

Upon motion made by Director Tim Hoops and seconded by Director Brian James and unanimously carried to approve the agenda.

APPROVAL OF MINUTES:

The meeting minutes of June 28, 2022 meeting was presented and discussed, Director Sheila Stone stated that Brian James should have been listed as absent and excused, Director Tim Hoops stated he felt his statement of the Vida product discussion was inaccurate, Director Hoops stated he did state the Vida product was an agricultural product and could be purchased through any retail distributor and wanted the meeting minutes to reflect such. The Board further discussed the issue and addressed the Board’s thoughts and comments on the matter. Upon further and additional discussion,

Upon motion made by Director Brian James and seconded by Tim Hoops and unanimously carried to approve the meeting minutes of June 28, 2022 with the following changes, add Brian James as absent and excused, and the minutes would reflect that Director Tim Hoops suggested the agricultural product “Vida” to be used on common grounds and that the board approved the use.

SCHEDULING OF BOARD MEETINGS:

Mr. Guy Johnson stated Director Sheila Stone requested 4 Board Meetings a year along with several Work Sessions as needed. Mr. Guy Johnson stated he had sent out e-mails to all board members in reference to a work session in September either the 21st or the 22nd, however, had not received information back from several board members if they would be able to attend. Director Sheila Stone spoke that she felt her first 2 years she did not understand anything that happened at board meetings and wanted to learn more about what she was supposed to do as a board member. Therefore, she wanted more meetings to help understand the day-to-day activities of the District. After further discussion,

Upon motion made by Director Sheila Stone and seconded by Brian James and unanimously carried to approve the Work Session for September 21st or 22nd and all board members would confirm with Mr. Johnson by Wednesday to finalize the date.

FINANCIALS:

Mr. Johnson reviewed with the Board the payables of June 2022 through July 2022 in the amount of \$167,807.84. Director James Wertz, asked if irrigation repairs was a part of the overall landscaping contract, Mr. Guy Johnson stated that irrigation repairs were an unknown and could not be expected to be a part of the contract, irrigation repairs are invoice per item or occurrence, Director James Wertz also asked what was the landscape upgrade in the amount of \$4,816.15 for, Mr. Guy Johnson stated this was for the clean up of the mulch bed in the pool area. With no further discussion,

Upon motion duly made by Director Tim Hoops and Director James Wertz and unanimously carried, to approve the payables of June 2022 through July 2022 in the amount of \$167,807.84.

DISTRICT LEGAL COUNSEL REPORT:

The Board addressed the issue regarding the Herbicide while discussing changes to the last meeting minutes. The Board felt no further discussions was needed on this matter.

Mr. O’Leary stated he had provided a code of conduct information sheet and recommended the board consider implementing a Code of Conduct Resolution, however, at this time it was just for their information. Director Sheila Stone asked what this would cover, Mr. O’Leary stated it was for guidance on how to and what not to do

when engaging with other board members, residents, management and contractors, i.e., yelling, bullying and cursing at other board members or management.

EXECUTIVE SESSION:

Director Dino DiTullio state he felt Executive Sessions should be used with caution, and only used when absolutely necessary.

The board agreed that an Executive Session was not needed at this time.

PUBLIC COMMENTS:

The Board opened the Public Comment portion of this meeting, and recognized the following:

-The board recognized Melissa Myers on Aylesbury Ct, Mrs. Myer wanted to thank Guy Johnson for having the vandalism on the front monument cleaned up so quickly, also wanted to thank him for having the tree trimmed to allow better view of the streets and oncoming traffic. She asked if anything could be done in reference to the speeding cars in the neighborhood. Maybe add something in the newsletter in reference.... She also wanted to make sure that her placing the little green kid out to slow traffic or place a sign would be ok. Mr. Johnson stated he would not have issues with these methods. Her last comment was when would her fence in her area be power washed, Mr. Johnson stated that her area was not scheduled for 2 more years, however she could power wash it herself.

-The board recognized Mark Dempsey on Basildon Ct, he if homeowners had been receiving letters in reference to replacing dead trees, and when would the district start replacing their dead trees. Mr. Guy Johnson stated letters had gone out in June to homeowners and would be sending second and third notices here soon. The districts contractor had started yesterday August 29, with replacing trees in the neighborhood. Mr. Dempsey also wanted to know if the District had sent letters to residents that needed to paint their houses, Mr. Johnson stated he had sent over 100 letters in April and sent reminders to 65 plus in early August.

-The board recognized Roy Talbott on Charlton Drive; he thought it would be helpful if at the beginning of the meeting if the board would introduce themselves. Mr. Guy Johnson apologized, that was generally the practice, however, got overlooked this meeting. The board introduced themselves at this time.

-The board recognized Ms. Patterson on Merton Ct, she stated they received a letter in reference to the painting of their home and it stated it must be completed in 75 days, she wanted to know what the process would be if they could not complete in that timeline and if they could paint only portions of the home until all complete over the next few years? No board member responded to this question, Mr. Guy Johnson explained the process of how the District determined the need for painting of the homes, and stated painting only section/portions of the home actually cost more in the long run. If additional time was needed, he suggested that they contact the district via e-mail with their plan and he would forward n to the board for review.

-The board recognized Leslie Schrack on Windshire Drive; she wanted to thank the district for getting the heater fixed, and it worked fabulously! However, her concern was the missing ladder, that was stored under the awning of the pool pump house, and the missing rubber grips on the ladder that was in place. Mr. Guy Johnson stated the missing ladder was indeed broke and should have been thrown out, but he had ordered a replacement ladder that just had not come in yet, as for the grips he would check to where those were and why they had not be placed at this time.

-The board recognized Chris Mill of Mill Bros Landscaping, he wanted thank the board for the opportunity to service and maintain the district properties for over 7 ½ years, their company held themselves in high standards of doing the job right and with pride, from hiring their legal work force, to competitive bidding. But stated again he looked forwarded to working with the board in the future.

-The board recognized Brain James, he wanted to know what should the board expect from contractors, scope of work? Mr. Guy Johnson stated he would send the scope of work that is attached to every bid that is sent out.

DISTRICT MANAGERS REPORT:

1. General District items:

- a. Always be on our minds, replacement cost for District property in reserves.
- b. District Audits for 2021 are complete. 2022 will go out in May of 2023.
- c. Cleaning detention ponds monthly and drain pans on site. Work with Town on Drainage.

2. Site Work:

- a. Non-Potable system did not get river water until May 14th, 2021. (A good year)
- b. Non-Potable system. Non-Potable system shuts down 10/15/2022. **Depends on water availability.**
- c. At WPMD pumps shut down several times to power issues and lighting. Management or contractors re-set pumps.
- d. District should budget to buy its own water rights.
- e. Pump house sensors need to be lowered; engineer stated 18 inches would work.
- f. Street crossing at Latham and Twin Creeks, current pipe rusted out; Temp fix in place. Will need a permanent fix. Three farmers also on this line, want to wait for Town of Timnath to fix or City of Thornton to fix most of it during installation of their pipe. WPMD would still have some cost. Bid back in 2020 was about \$30,000.00.
- g. Several valves on main line non-potable system sticking in the works to replace, most over 10 years old.
- h. Over-all irrigation system is ageing, **will need to up-grades of 7 clocks over time**, valves, wiring and irrigation heads. System works off nodes, can continue until clocks are up-grades. Nodes will need to be replace if clocks change.
- i. A lot of homes have working sump pumps, some of these cause erosion issues to the District property and or flood district tracts, then it is assumed the District is over watering or an irrigation break.
- j. WPMD Broadleaf Herbicide issue: Vida Herbicide, instructed to apply Vida Herbicide to all turf areas in Windshire Park by Mr. Hoops at a board meeting and in person. Vida is labeled for use, and is registered with the State of Colorado, however **the labeling is clear that the use is Agricultural and not turf or ornamental grass uses for the product.** Mr. Hoops provided a SDS (Safety Data Sheet for another product) for Caliente WDG Herbicide to post on the web site and give to residents if ask for SDS sheet, (Caliente was not being used). Upon further discussion on the matters and input from the Board, the Herbicide was not ultimately used or applied by the District and the Board instructed management to work on clarifying and addressing the issue. No application of the Herbicide was performed and the product is to be provided back to Mr. Hoops for a refund of the purchase price. No further action was taken or recommended at this time.
- k. Tree rings on hold due to grubs, new seeding, heavy watering for 21 days, fertilizer being applied, and Broadleaf Herbicide being applied.
- l. Fence stain no longer being done, powering washing Filing 3 and part of filing 4 per the board.
- m. Will put out maintenance contract to bid for 3 maintenance companies as requested soon.
Will talk on review with WPMD Board.

n. Working on tree replacements in Late September: Will drive whole site with contractor checking trees one more time, will add or remove trees depending on tree growth and visual appearance at that time.

Tree Bids pricing rounded off:

Mills: \$39,374.72 or roughly \$715.90 per tree.

Precision: \$52,095.00 or roughly \$947.19 per tree. Board chooses to go with Precision. (\$12,720.28)

FLM: \$57,469.34 or roughly \$1,044.90 per tree.

Davey: \$57,750 or roughly \$1,050.00 per tree.

** Please note or we can talk about, Board members cannot call contractors, that goes through the management company. Management company has scope of work lined out. You can't call contractors representing the board or meet with 2 or more board members to discuss. If you have questions, write them out, The District will ask or add question sheet to contract to be filled out with bids. **

Other item, contractors must have liability, auto, worker comp., insurance, see below.

General Liability:

General Aggregate	\$ 2,000,000.00
Products and Completed Operations	\$ 2,000,000.00
Personal and Advertising Injury	\$ 1,000,000.00
Each Occurrence	\$ 1,000,000.00
Damage to Rented Premises	\$ 100,000.00
Medical Expenses (Any one person)	\$ 5,000.00

Automobile Liability:

Combined Single Limit	\$ 1,000,000.00
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Workmen's Compensation and Employer Liability:

Each Accident	\$ 100,000.00
Disease Accident	\$ 500,000.00
Disease Each Employee	\$ 100,000.00

Umbrella:

\$ 1,000,000.00

3. Web Site:

- a. Keeping web site up.
- b. Issue with new registration being worked on.

4. Pool:

- a. Pool Filter system may need to be replace in a year or two. Not priced as of yet, need 300 to 500 washout tank or find new similar system.
- b. New heaters were installed. Several issue with gas volume, this has been checked by Xcel and or gas person, changed out regulator, have system running at 2 pounds of pressure.
- c. June, boilers inspected by the State Inspector, need power shut off at door.
- d. Pool hours change when school starts in August, 4:30 pm to 7:30 pm weekday hours, due to school late hours.
- e. Have made repairs on playground, fixing and replace parts as needed every year.

f. Need to add money to reserves for long term replacement of pool/pump house and Aluminum Fence is \$100.00 a foot today and gates can be several thousand.

g. Large tree in pool area dying. Will remove tree, might **think about removing some landscape and putting in more pool deck.**

h. Talked with one board member on building a shed at the pool for tables, chairs and lounge chair storage.

Pool furniture might last longer and/or look better, so far, no complaints. Did do several cleanings of chairs and tables. No complaints at this time. We should order 20 new lounge chairs (Cost; \$367.00 each), backed ordered 24 weeks or more.

Just general use, weather and sun, cause pool furniture to look bad.

New pool access system working great, gates close every time, and working fob must open gate. We have about 10 homes who did not get a fob, due to past due O and M fees, they all know, they were letter sent a letter not to get a fob or if they did it would not be active. One person did get a fob, it is not active at this time

OTHER MATTERS:

With no other matters at this time, this portion of the meeting was closed.

ADJOURNMENT:

Following no further discussion,

Upon motion duly made by Director Tim Hoops and Director Sheila Stone 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 7:18 p.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