



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

HELD: April 03, 2023, at 6:00 p.m. Meeting was held at 6000 Summerfields Parkway, Timnath, Colorado 80547

CALL TO ORDER:

Director Tim Hoops called the meeting to order at 6:13 p.m., noting that a quorum was present for District No. 2 Board, and noted that District No.1 board had a quorum at 6:20 p. m. when Mr. Mike DiTullio called in.

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:

Jon Turner, Martha Turner, and Michael J. DiTullio were present via teleconference. Tim Hoops, Todd Yancey, Brian James were physical presents.

The following Directors were absent and unexcused: Sheila Stone, Dino DiTullio, Jennifer DiTullio.

Also present were David S. O’Leary of Spencer Fane LLP, Guy Johnson, Jackie Johnson from the District, Joseph Potkanowicz from Precision, 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 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 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:

Guy Johnson presented the agenda.

Upon motion made by Director Tim Hoops and seconded by Director Brian James of District No.2, Director Jon Turner and seconded by Michael J. DiTullio of District No.1 and unanimously carried to approve the agenda.

APPROVAL OF MINUTES:

The meeting minutes of November 14, 2022, meeting was presented and with no additional comments,

Upon motion made by Director Tim Hoops and seconded by Director Brian James of District No.2, Director Jon Turner and seconded by Michael J. DiTullio of District No.1 and unanimously carried to approve the meeting minutes of December 7th, 2021.

FINANCIALS:

Mrs. Johnson reviewed with the Board the payables of November 2022 through February 2023 in the amount of \$270,235.38. Mrs. Johnson noted that all board members get a meeting packet about 7 days before the posted meeting date and review the meeting packet and normally will ask questions at that time. Mrs. Johnson noted that only three months into the year the district is within budget.

Upon motion duly made by Director Tim Hoops and seconded by Director Brian James of District No.2, Director Jon Turner and seconded by Michael J. DiTullio of District No.1 and unanimously carried, to approve the payables of November 2022 through February 2023 in the amount of \$270,235.38.

DISTRICT LEGAL COUNSEL REPORT:

Mr. O’Leary stated there was no more self-nomination received than seats available, therefore the election for May 2023 was canceled. At this time resident Daryl Chambers asked how the notification for elections was sent out. Mr. Chambers stated that no-one in his resident received the notice, and he stated numerous others in the community did not receive self-nomination forms either, Mr. Chamber’s felt that too many people did not get self-nomination forms, no names were provided. Mr. O’Leary explained that the election judge worked with Weld County Clerk and Recorder and their records for registered homeowners within the district boundaries to mail out the notices. Mr. Daryl Chambers was asked if him and his partner were registered voters in Weld County, which he stated they were. Mr. O’Leary stated he would follow up with the election judge. Mrs. Johnson noted again Mike DiTullio is on the phone listening to the meeting, issue with mic.

DISCUSS & CONSIDERATION OF DISTRICT SERVICE AGREEMENT:

Mr. Johnson stated that Blue Star Capital Advisors was present to answer any questions that the board might have for them at this time. Mrs. Morgan stated her qualifications and that she has met with Directors Dino DiTullio, Tim Hoops, and James Wertz at different times, however, wanted to be available if they had other questions. At this time the Board did not have any questions for Blue Star Capital Advisors. With no further questions,

Upon motion duly made by Director Tim Hoops and seconded by Director Brian James and unanimously carried, to authorize Mr. Guy Johnson (current management company) to work with and assist Blue Star Capital Advisors to ensure a smooth transit of management companies.

DISTRICT MANAGERS REPORT:

Mr. Guy Johnson stated:

1. General District items:

- a. District Audits Start in May of 2023 for 2022 Audits.
- b. Cleaning detention ponds monthly and drain pans on site. Work with Town on Drainage.
Mr. Johnson went over the drainage coming from the north going south.

2. Site Work:

- a. Non-Potable system did not get river water until May 25th, 2021. (Few residents were very upset)
- b. Will start up non-potable water in early May from well or storage.
- c. Non-Potable system. Non-Potable system shuts down 10/14/2023.
- d. District should budget to buy its own water rights.
- e. Doing general maintenance on pump house pumps and grade work. Will burn ditches, clean out ditches. Guy brought up as a reminder the street crossing at Latham and Twin Creeks, current pipe rusted out, Temp fix in place and will need a permanent fix. Roughly \$30,000.00
- f. WPMD might have to lease more water/shares.

- g. No tree services are set up. Mr. Johnson noted working with Town arborists and forester on trees in the right ways, and that WPMD should be concerned about ash bore over the next few years.

Non-potable water or storage pond: Mr. Johnson noted that the wells were serviced in 2022, along with a new pump and filter installed in the pump house and that the pond liner that was installed seemed to working very well and was hopeful the non-potable water would be turned on sooner, pending water availability forecast. Also making note of filling up the pond, with our ditch person and going over evaporation and items to fill the pond. Mr. Johnson noted that the wells were turned on 1st of April, and went over ditch maintenance, again with water loss due evaporation and ditch seepage. Mr. Johnson went over water shares and how much water the pond holds and lengthen of times water can be stored. **Mr. Johnson** noted that sometimes we have more water than we need, but limited storage capability

3. Web Site:

- a. Keeping web site up.

Talked on web site during the meeting, sending out e-mails to homeowners from the web site. Director Tim Hoops stated that he did not receive any e-mails from the web site and worked with Mr. Johnson on fixing the issues by doing several things that did not seem to work. Director Tim Hoops stated that his wife forwarded any web site e-mails to him since he did not receive them directly from the web site. Mr. C, stated he did not get those e-mails, but did receive e-mails from the District office. Mr. Johnson stated he did send e-mails directly to Mr. C. and would look into the web site e-mails.

4. Pool:

Mr. Johnson went over brand-new heaters, brand new gas pipes, except for one pipe, new pool liner, New pool furniture to come this spring, a few tables, chairs and lounge chairs.

- a. Pool 4th of July closes at 5:00 pm. Guards not serving food, maybe social committee.
- b. Pool hours change when school starts in August, 4:30 pm to 7:30 pm weekday hours, due to school late hours.
- c. Have made repairs on playground, fixing, and replacing parts as needed every year.
- d. Large tree in pool area dying. Will remove tree, might think about removing some landscape and putting in more pool deck.

Director Tim Hoops went over several items on the non-potable system and water shares, water storage and trying hard to stay ahead of any non-potable water issues. Went over the cost and compares non-potable water to price of gas and oil. Went over water storage and cost of running wells.

After no more question, Mr. Johnson on WPMD items, it opened up to public comments.

PUBLIC COMMENTS: Notes in public comment are general. Due to fast conversations, back and forth.

The Board opened the Public Comment portion of this meeting and recognized.

Board Recognized Rod Talbott on Charlton Drive, Mr. Talbott went over a tree along CR 15 being hit by a car and still needed cleanup along the foot path. Mr. Talbott also stated there was still debris on the walk on 15th from the accident that occurred the previous week. Mr. Johnson stated that he would request Precision to clean up the debris as soon as possible. Mr. Joseph Potkanowicz from Precision made note of the cleanup along CR 15.

Plus went over cost covered by drivers' insurance. Next Mr. Talbott stated that his concern was the speed of drivers on Guardian and in the neighborhood, and wanted to know if there was anything that could be done. Director Tim Hoops stated that the board had worked on this issue in the past, however, the town was not willing to lower the speed limits. Director Hoops went over several ideas on speed limits. Director Hoops also stated that if the neighborhood could get a petition together to lower the speed limit that maybe the Town Counsel would investigate the issue a bit more. Mr. Talbott was highly concerned someone would be killed. Mr. Talbott stated he knew the Chief of Police and would be willing to discuss this with him and wished the police would just enforce the law. Mr. Talbott noted if you drive behind him at any time, you're going to be late to where ever you are going.

Mr Johnson noted speed limits were set nationally by engineers and road studies and the Town planning department. Mr. O'Leary stated to go to city council meetings and bring up the issues. Director Hoops also brought up the possibility of a petition, if signed by 70% of the community.

Board Recognized a resident who stated he would not give his address for the records, for personal reasons and but noted he lived in the Windshire Park neighborhood. It was stated that it seemed if it took petition signed by a majority of the community most people would sign a petition, The constituent and Director Tim Hoops went back and forth about how to contact everyone in the WPMD. He felt if the District invoiced everyone, they could contact owners on this. through an e-mail system of the invoices and thought other methods, with power point. i.e., Mr. Johnson went over ways to work with the Town on traffic speeds. During the traffic discussion everyone agreed it was an issue.

The constituent also wanted to know if there was any way that the Board of Directors could communicate more with the residents, as he knew of the web site and signs i.e., Mr. Chambers stated sign was too small to read, Mr. Johnson went over the size of the signs and discussed communication from him or any residents, contact the District, the board gets all e-mails about issues.

The resident went over several social media sites for communication and or an official person on a Facebook page. Or use Facebook, Instagram or TikTok like other government agencies. Director Tim Hoops went over his District web site issues. Mr. Johnson went over District communication, by mailing letters to who request that, e-mails through the web site, or just web site postings, and Mr. Johnson stated that the e-mails residents individually that requested that. Mr. O'Leary stated the district does not participate in social media, and the district does have a website that is used to send out information and neighborhood events with the district web site, Mr. O'Leary went over items that are posted on the web site, such as meetings.

The constituent was asked what he is not getting?

Mrs. Johnson stated she would help him with any issues he is having with the web site, just to call the district office. Mrs. Johnson noted the District would not send out daily e-mails, all other items go through the web site. Mr. Johnson noted that he sent all the information requested. The constituent felt he was told to come to meeting, but with limited time he felt they could not. Mr. Johnson noted that any one at the district management or a board member can meet anyone any time.

At this time, the constituent felt communication with Director Hoops was hostile and they proceeded to go went the District meetings and the over-all Districts issues, touching base on several issues Director Hoops went over volunteer jobs, and why he ran for the board.

Director Mr. Hoops asked the constituent if he would like the board seat.

It was noted the constituent felt other people in the neighborhood were not getting communication from the District but no names were provided. The constituent felt the web site was not user friendly for him and felt he had to look at web site every day. Mr. Johnson, anything new would be posted on the front page. It was asked how do we know when the web site is up-dated. Mrs. Johnson noted we post it on the web site and then it is e-mailed out to whoever has joined the web site. The constituent thought he had joined the web site.

It was felt he would bring up solutions and it was not handled correctly.

Mr. Johnson stated he would correspond with the constituent and this sounded like Facebook items not District items.

Mr. Johnson asked if we had any other questions, if not time to a adjourn

OTHER MATTERS:

With no further Matters Before the Board, this portion of the meeting was closed.

ADJOURNMENT:

Following no further discussion,

Upon motion duly made by Director Tim Hoops and seconded by Director Brian James of District No.2,

Director Jon Turner and seconded by Michael J. DiTullio of District No.1 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 7:02p.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above-referenced meeting and were approved by the Board of Directors of Windshire Park Metropolitan District Nos. 1 & 2.

Guy D. Johnson, Secretary for the Meeting