

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

**HELD:** Monday, November 13, 2023, at 6000 Summerfields Parkway, Timnath, Colorado 80547

**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 with the applicable statutes of the State of Colorado, with the following directors present and acting:

Tim Hoops, James Wertz, Brian James, Todd Yancey, Cory Andrews, and Dino A. DiTullio.

Mike DiTullio, & Jon Turner were present via telephone conference.

Martha Turner was absent and excused.

David S. O'Leary, District legal counsel, of Spencer Fane LLP, was present via telephone conference.

Shana Morgan, Christian Morgan, District Managers of Bluestar Capital Advisors; Sara and Bob Whitfield, Adam Thompson, Melissa Myers, Van Vandergeest, Rod Talbott and prospective contractors were also present for the meeting.

**CALL TO ORDER:**

Tim Hoops called the meeting to order at 6:10 p.m.

**QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:**

Mr. O'Leary 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. O'Leary also informed the Board that official bonds had been obtained and that all the Board members had been administered the Oaths of Office.

**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 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.

**APPROVAL OF AGENDA:**

The Board reviewed the agenda, and discussed moving agenda item 12, Public Comments, to item 4. Upon motion duly made by Director D. DiTullio and Director Hoops, seconded by Director M. DiTullio and Director Andrews, and upon vote, unanimously carried, the agenda was approved as amended.

**PUBLIC COMMENTS:**

At this time Director Hoops, opened and acknowledged Public Comment portion of the meeting.

The board recognized Sara Whitfield, 942 Camberly Dr. Mrs. Whitfield addressed the Board about the evergreen tree in her yard and stated that she was told she needed to add a deciduous tree or remove and replace with a deciduous tree. Mrs. Whitfield stated that she had previously received approval for the evergreen tree, showed the Boards photos of her yard noting that there wasn't room for an additional tree, and requested a variance. Director James asked if a variance would be necessary. Ms. Morgan noted that the November 2022 minutes reflected a decision by the Boards to grandfather all evergreens installed to date but from that date forward would not allow evergreens as the primary front yard tree. Director James acknowledged she's grandfathered and Directors Yancey and Andrews agreed.

Melissa Meyers, 1699 Aylesbury Ct. asked about the schedule of the fence power washing. Ms. Morgan stated that Filing 5 was done this year, Filing 3 was done last year and Filing 1 will be done in 2024.

Rod Talbert, 901 Charleston Drive asked about installing permanent lights, noting that they are installed under the soffits and match the trim so they are not visible when not turned on. Mr. Talbot stated that the CCR's do not mention this type of lighting. Director Andrews suggested that he complete an ARC form and submit to the District.

Van Vandergeest, 1663 Clarendon Dr, asked about how the District handles rental properties versus owner occupied. Ms. Morgan stated that the District holds them to the same standards and outlined the fine process. Mr. Vandergeest stated that 1632 Clarendon consistently neglects the yard maintenance. Ms. Morgan noted that she was aware of the issue and had been in communication with the property management company. Mr. Vandergeest mentioned another property who's backyard grass was very long. The Board suggested that he call the Town of Windsor Code Enforcement.

**APPROVAL OF MINUTES:**

The meeting minutes of June 26, 2023 and September 18, 2023, meeting were presented and upon motion duly made by Director D. DiTullio and Director Hoops, seconded by Director M. DiTullio and Director Andrews, and upon vote, unanimously carried, the meeting minutes of June 26, 2023 and September 18, 2023, were approved as presented.

**APPOINTMENT OF ACC SUBCOMMITTEE MEMBERS:**

Ms. Morgan reviewed the history of Architectural Control Committee (ACC) and asked if the Board would like to appoint a new ACC. Director Hoops stated that he would like to table this item until the new Management firm is in place.

**RESOLUTION CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2024:**

Ms. Morgan presented a Resolution Concerning Annual Administrative Matters for 2024 for the Districts. Following discussion and upon motion duly made by Director D. DiTullio, and Director Hoops and seconded by Director M. DiTullio and Director James, and upon vote, unanimously carried, the Board approved the Resolution Concerning Annual Administrative Matters for 2024, including: the contact person (s) for the district; the designated posting location on site and District web site (s) for the district; and the location for meetings of the Board of Directors.

**TRANSPARENCY NOTICES:**

Ms. Morgan 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. Upon motion duly made by Director D. DiTullio, and Director Hoops and seconded by Director M. DiTullio and Director James and, upon vote, unanimously carried the Boards approved the updates to the Transparency Notices and authorized the District Manager to file the updates with the appropriate parties.

**EXCLUSION OF WORKERS COMPENSATION INSURANCE:**

Ms. Morgan noted that the annual confirmation of the Resolution for the Board to be excluded from Worker's Compensation was needed if the Board elects to continue not having worker's compensation coverage for the Board members. After further discussion on the matter and Upon motion duly made by Director D. DiTullio, and Director Hoops and seconded by Director M. DiTullio and Director James and, upon vote, unanimously carried, the Boards approved the Resolution to Exclude the Board from Worker's Compensation Insurance and authorized the District Manager and consultants to file the Resolution along with the State of Colorado Worker's Compensation Exclusion form with the appropriate parties.

**APPROVAL OF RESOLUTION TO UPDATE FINE & FEE SCHEDULE:**

Ms. Morgan presented the Fine & Fee Schedule and requested discussion on 2024 rates, fees, and fines. Following discussion and, motion duly made by Director Dino DiTullio, and Director Tim Hoops and seconded by Director M. DiTullio and Director Andrews, and upon vote, unanimously carried, the Updated Fine Policy and Fee Schedule was approved to increase the Out of District Pool Fee to \$650/year and clarify that all fines for delinquent payments are \$50.00.

**APPROVAL OF 2024 DISTRICT SERVICE AGREEMENTS:**

Ms. Morgan presented proposals for service agreements for Management Consultant, Pool Management, Landscape Maintenance Agreements, Annual Audit and Audit Exemption Agreements, and Engagement of District Counsel to the Board of Directors, and stated that several of the vendors were in attendance and requested to address the Boards. The Boards invited Goodwin & Co representatives to address the Boards.

Erin Baker and Shannon with Goodwin & Co. spoke to the Board regarding their District Management proposal. Shannon

noted that she has experience with large HOA's and with Metro Districts at CLA. Ms. Baker noted that they have systems in place to allow homeowners to view their accounts and pay online with a focus on customer service. The Directors asked questions and Director Andrews requested Goodwin & Co be on site twice a week. Erin stated that they would do so for the same fee as quoted. Director Wertz expressed a desire to ensure that the District retained ownership and the ability to take back their data if needed. After further discussion on the matter, and upon motion duly made by Director Dino DiTullio, and Director Tim Hoops and seconded by Director Turner and Director Andrews, and upon vote, unanimously carried, to authorize the District Manager to engage in further negotiations with Goodwin & Co. as per the 2024 Service Agreement.

Ms. Morgan presented the proposals from five landscape maintenance contractors and stated that three of the bidders were in attendance and would like to address the Boards. The Board determined to give each bidder 10 minutes to address the Boards. Representatives from FLM, Law Lawn, and Brightview Landscape each took 10 minutes to outline their proposals and answer questions. The Boards discussed the bids and discussed how they could realize cost savings. After further discussion on the matters, and upon motion duly made by Director D. DiTullio, and Director Tim Hoops and seconded by Director M. DiTullio and Director Yancey, and upon vote, unanimously carried to authorize the District Manager to engage in further negotiations with FLM on the 2024 Service Agreement.

Ms. Morgan presented the proposal from A&B Pools. Ms. Morgan stated that she reached out to Splash and RipTide and both declined to provide a bid. The Board questioned the difference between the cost to the District and cost of reimbursement. After further discussion on the matters, and upon motion duly made by Director Dino DiTullio, and Director Tim Hoops and seconded by Director M. DiTullio and Director Andrews, and upon vote, unanimously carried to authorize the District Manager to engage in further negotiations with A&B Pools as per the 2024 Service Agreement.

Engagement of District Counsel: Mr. O'Leary discussed his engagement with the District for 2024 services. After discussion, and upon motion duly made by Director Dino DiTullio, and Director Tim Hoops and seconded by Director M. DiTullio and Director Yancey, and upon vote, unanimously carried to authorize David O'Leary, Spencer Fane, for 2024 Services.

**AUDIT AND AUDIT EXEMPTION:**

Annual Audit and Exemption Agreements: The Board discussed allowing the new District Management to be involved in the selection process for the 2023 Audit and Audit Exemption.

**PAYABLES:**

Ms. Morgan reviewed with the Board the expenditures for July 1, 2023 through October 31, 2023, totaling \$224,201.41. After further discussion and upon motion duly made by Director D. DiTullio and Director Tim Hoops, and seconded by Director M. DiTullio and Director Yancey, and upon vote, unanimously carried the Board approved and ratified the payables for July 1, 2023 through October 31, 2023, as presented.

**PUBLIC HEARING FOR 2023 AMENDED BUDGET:**

Upon motion made by Director D. DiTullio and Director Hoops, seconded by Director M. DiTullio and Director Wertz, and upon vote, unanimously carried, the public hearing was opened for the 2023 Amended Budget at 8:01pm. Ms. Morgan stated that an Amendment to the 2023 budget was needed for both Districts as the revenue received was over the budgeted amount. After further discussion and upon motion made by Director D. DiTullio and Director Hoops, seconded by Director M. DiTullio and Director Wertz, and upon vote, unanimously carried, the public hearing was closed for the 2023 Amended Budget . Upon motion duly made by Director D. DiTullio and Director Hoops, seconded by Director M. DiTullio and Director Wertz, and upon vote, unanimously carried, the Board: (1) approved and adopted the Amended 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 2023 budgets with necessary changes with the Division of Local Government prior to January 31, 2024.

**2024 BUDGET HEARING:**

Upon motion made by Director D. DiTullio and Director Hoops, seconded by Director M. DiTullio, Director James, and upon vote, unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2024 for Windshire Park

Metropolitan District Nos. 1 & 2 at 8:03pm. Ms. Morgan reported that notice of the public hearing had been published in accordance with statutory requirements. Ms. Morgan presented the proposed 2024 budgets to the Board. Following discussion, the public hearing was closed by Director D. DiTullio and Director Hoops and seconded by Director M. DiTullio and Director Andrews, and upon vote, unanimously carried. Upon motion duly made by Director D. DiTullio and Director Hoops, seconded by Director M. DiTullio and Director James, and upon vote, unanimously carried, the Board: (1) approved and adopted the 2024 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 finalize and file the budgets with the Division of Local Government prior to January 31, 2024 upon final confirmation of assessed valuations from the County.

**APPROVAL & RATIFICATION OF THE PROMISSORY NOTE:**

Ms. Morgan stated the Promissory notes required renewal yearly. After discussion and upon motion duly made by Director D. DiTullio and Director Hoops, and seconded by Director M. DiTullio and Director James, and upon vote, unanimously carried, the Board approved the Promissory Note for 2024.

**DISTRICT LEGAL COUNSEL REPORT:**

Mr. O’Leary stated that he did not have anything further to add.

**DISTRICT MANAGERS REPORT:**

Ms. Morgan stated that several letters had been sent to past due accounts owing over \$1000 asking for them to contact the District to make payment arrangements. None of them responded and so Ms. Morgan stated that she had forwarded to legal counsel for the filing of liens.

Ms. Morgan stated that \$40,000 had been transferred into a Future Capital Improvements Fund at ColoTrust Bank.

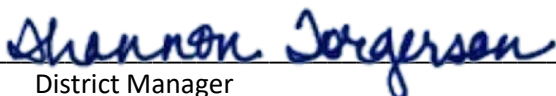
Ms. Morgan discussed the options for lights over the mailboxes. MAC Electric quoted \$5,000-10,000 to bring power to each mailbox for powered lights. The solar option that MAC Electric found to be the most reliable was \$10,000-12,000 per pole. Director Wertz suggested discussing the project at the next meeting when the budget, due to possible legislative changes, will be more clear.

**OTHER MATTERS:** No other matters were discussed.

**ADJOURNMENT:**

Upon motion duly made by Director D. DiTullio and Director Hoops, seconded Director M. DiTullio and Director Wertz, and upon vote, unanimously carried, the Board adjourned the joint organizational meeting of the Board of Directors of the Windshire Park Metropolitan District Nos. 1 & 2.

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.

  
District Manager