



**RECORD OF PROCEEDINGS  
MINUTES OF THE COMBINED SPECIAL MEETING  
OF THE BOARDS OF DIRECTORS OF  
WINDSOR HIGHLANDS METROPOLITAN DISTRICT NOS. 5-10**

**HELD:** Tuesday, December 02, 2025, at 10:00 a.m. at 6795 Crystal Downs Drive, Windsor, Colorado 80550

**ATTENDANCE:**

The combined special meeting of the Boards of Directors of the Windsor Highlands Metropolitan District Nos. 5-10 (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:

The following Directors were present in person:

Director Jonathan Turner, Director Warren Turner, Director Michael Grant.

Director Emily Kupec was absent and excused.

Guy Johnson, Jackie Johnson and Dominick DiTullio were present from the District.

Brendon Desmond of Spencer Fane, LLP was present in person.

One member of the public was also present (see sign in sheet)

**CALL TO ORDER:**

Director Jonathan Turner called the meeting to order at 10:04 a.m. Introductions of the Boards were made.

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

Mr. Johnson 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. Johnson informed the Board that the official bonds had been obtained with our insurance and that all the Board members had been administered the Oaths of Office. Thereupon, the directors assumed their duties as members of the Board of Directors.

At this time Mr. Johnson stated that board seats should be determined for each board or left the same, for each of the districts, No. 5 through No. 10, Mr. Johnson stated you could leave the board of directors’ seats as is or nominate yourself or another resident board member of your District, to be President and/or secretary.

Per the board members, District No. 5 through No. 10, will remain the same, Jon Turner President, Emily Kupec Secretary.

**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 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.

**CONSIDER APPROVAL OF AGENDA:**

The agenda was reviewed.

Upon motion duly made by Director Jonathan Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the agenda

**CONSIDER APPROVAL OF MINUTES:**

The agenda was reviewed.

Upon motion duly made by Director Jonathan Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the agenda

**CONSIDER APPROVAL OF RESOLUTION CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2026:**

Mr. Johnson presented a Resolution Concerning Annual Administrative Matters for 2026 for the Districts.

Upon motion duly made by Director Jon Tuner, seconded by Director Warren Turner, and unanimously carried, the Board approved the Resolution Concerning Annual Administrative Matters for 2026.

**CONSIDER APPROVAL OF AUTHORIZATION TO FILE UPDATED TRANSPARENCY NOTICES:**

Mr. Johnson presented the Transparency Notices and discussed that these will need to be posted on the District's website on or before January 15, 2026. These notices will also be provided to the Division of Local Government and appropriate state agencies as required by law. After further discussion on the matters and.

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the Transparency Notices.

**CONSIDER APPROVAL OF EXCLUSION OF WORKERS COMPENSATION INSURANCE:**

Mr. Johnson noted that it was time to renew the Resolution for the Board to be excluded from Worker's Compensation if the Board elects to continue not having worker's compensation coverage for the board members. After further discussion on the matters and

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the Resolution to Exclude the Board from Worker's Compensation Insurance and to file the Resolution along with the State of Colorado Worker's Compensation Exclusion form with the appropriate parties.

**CONSIDER APPROVAL AND RATIFICATION OF 2026 DISTRICT SERVICE AGREEMENTS:**

Mr. Johnson presented and discussed engagement letters and/or proposals for service agreements for District Management, Landscape Maintenance Agreements, Annual Audit and Exemption Agreements, and Engagement of District Counsel for the Board of Directors. Mr. Johnson reviewed the proposed costs and expenditures related to these service agreements with the Board.

After further discussion on the matters,

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the Districts 5–10 service agreements for District Management, Landscape Maintenance Agreements, Annual Audit and Exemption Agreements, and Engagement of District Counsel, and authorized Mr. Johnson to finalize negotiations and execute the service agreements.

**CONSIDER APPROVAL OF RESOLUTION OF AUDIT EXEMPTION FOR DISTRICTS #6, 7, AND 10:**

Mr. Johnson reviewed with the Board the preparation process for the 2025 audits and/or exemptions. It was noted that if revenues or expenditures for a District are less than \$750,000.00 in 2025, the District may file an application for Exemption From Audit on or before March 31st. After further discussion on the matters,

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board authorized Mr. Johnson to prepare the District Nos. 6–10 2024 audits and/or applications for exemption from audit as appropriate, and to take such further action as necessary to complete and file these documents with the necessary state agencies.

**CONSIDER APPROVAL OF PAYABLES:**

Mr. Johnson reviewed with the Board the expenditures for WHMD #5-10 March 2025 through November 2025, After further discussion regarding the maintenance costs for WHMD No.7 and further discussion by Director Jon Turner regarding the HOA maintenance cost sharing agreement,

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the payables for WHMD Nos. 5–10 for March 2025 through November 2025.

**CONSIDER APPROVAL & RATIFICATION OF UPDATES TO DISTRICT FUNDING & REIMBURSEMENT AGREEMENTS AND PROMISSORY NOTES:**

Mr. Johnson discussed with the Board the required annual updates to the Funding and Reimbursement Agreements and Promissory Notes, noting that such documents require periodic renewal to reflect capital acquisitions, annual interest accrual, and updated certifications. After further discussion on the matter, regarding assets built by the developer that had not yet been bonded and further discussion on the expansion of CR 5 in Windsor Colorado,

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the updates to the District Nos. 5–10 Promissory Notes for 2026 as discussed.

**PUBLIC HEARING FOR DISTRICT NOS. 5–10 2025 AMENDED BUDGET:**

Mr. Johnson presented the Board with the 2025 Amended Budgets for consideration.

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the public hearing was opened on the amended budgets for fiscal year 2025 for Windsor Highlands Metropolitan District Nos. 5–10. Discussion was held regarding maintenance costs for WHMD No. 7, and Mrs. Johnson explained that an amendment was required due to WHMD No. 9 receiving approximately \$43,000 more in tax revenue than originally budgeted.

There being no further discussion, upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the 2025 Amended Budgets as presented.

**PUBLIC HEARING ON THE PROPOSED 2026 WHMD NOS. 5–10 BUDGET HEARING:**

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2026 for Windsor Highlands Metropolitan District Nos. 5–10. Mr. Johnson reported that notice of the public hearing had been published and posted in accordance with statutory requirements. Mr. Johnson presented the proposed 2026 budgets to the Board.

Following discussion, the public hearing was closed upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried.

Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board adopted the proposed resolutions which: (1) approved and adopted the 2026 budgets as presented; (2) authorized the appropriation of funds for the expenditures set out in the budgets; (3) authorized the President and Secretary to sign the necessary documentation; and (4) directed the District Manager to file the budgets with the Division of Local Government prior to January 31, 2026.

**DISTRICT LEGAL COUNSEL REPORT:**

Mr. Desmond reviewed with the Board the 2026 Legislative Memorandum Update prepared by Spencer Fane. With no further questions, this portion of the meeting was closed.

Mr. Desmond then asked the Board to consider approval of the Election Resolution. Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board approved the Election Resolution.

Mr. Desmond next requested that the Board consider the appointment of Michael Grant to the Board of District No. 7. Upon motion duly made by Director Jon Turner, seconded by Director Warren Turner, and unanimously carried, the Board appointed Michael Grant to the Board of District No. 7.

Mr. Desmond then began a discussion regarding the Intergovernmental Agreement between Windsor Highlands Metropolitan District and the Country Farms District No. 7 Sub-HOA concerning landscape maintenance cost-sharing responsibilities. After further discussion, this portion of the meeting was closed.

**DISTRICT MANAGER’S REPORT:**

Mr. Johnson reviewed and discussed the Manager’s Report for WHMD Nos. 5–10 with the Boards.

Further discussion occurred between Director Jon Turner and Mr. Johnson regarding the Vernazza Clubhouse hot tub. The Board also discussed the potential of raising the water fee rate charged to the sub-HOAs within WHMD; however, no action was taken on this matter. With no further discussion, this portion of the meeting was closed.

**OTHER MATTERS:**

Director Jon Turner began a discussion regarding the potential sale of the Highland Meadows Golf Course and the possibility of the Windsor Highlands Metropolitan District purchasing water from the golf course. After further discussion, this portion of the meeting was closed.

**PUBLIC COMMENT:**

A resident of District No. 7 inquired about the potential “pocket park” planned within Country Farms. Mr. Johnson explained that this is a developer/builder matter and the Metro District is not involved in decisions regarding the project. He further noted that if the park is ever completed, it would be turned over to the HOA for ownership and maintenance.

With no further public comment, this portion of the meeting was closed.

**ADJOURNMENT:**

Upon confirmation there were no additional matters and following a request and receiving no further discussion, upon motion duly made by Director Jon Turner, seconded Director Warren Turner, and unanimously carried, the Board adjourned the December 02, 2025, Nos. 5-10 at 10:47 am.

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 Windsor Highlands Metropolitan District Nos. 5-10.

 Recoverable Signature

**X** Dominick DiTullio

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Dominick DiTullio

Signed by: 6973abfc-4268-4cf5-a53e-449b2e4e22bb

Secretary for the meeting