

**RECORD OF PROCEEDINGS
SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
WHISPERING PINES METROPOLITAN DISTRICT NO. 1**

Tuesday, November 28, 2023, 6:30 p.m. - Zoom Videoconference

BOARD OF DIRECTORS IN ATTENDANCE:

A special meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with Colorado state statutes as applicable, with the following Directors present and acting:

Tim Strach	(by teleconference)
Matt Kehoe	(by teleconference)
Tyler March	(by teleconference)
Joseph DiBiasio	(by teleconference)
Hector Guitron	(by teleconference)

ADDITIONAL ATTENDEES (by teleconference): Lisa Mayers, District Counsel, Spencer Fane LLP; Diane Rodriguez, District Accountant, Community Resource Services; Angela Elliott and Joe Saunders, District Managers and Marlene Pappas, Teleos Management Group; and members of the public.

I. ADMINISTRATIVE MATTERS

A. Call to Order/Establish Quorum

The Board noted that a quorum was present for the purpose of conducting a meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 6:31 p.m.

B. Disclosure of Potential Conflicts of Interest

The Board noted that no disclosure statements were necessary and no additional conflicts were disclosed by the Board.

C. Approval of Agenda

Director Strach requested adding to the Financial Committee's presentation a motion to approve hiring WIPFLI, LLP as the auditors for preparing the 2023 Audit.

The Board reviewed the proposed meeting agenda. Following discussion and upon motion made by Director Strach, seconded by Director Guitron, upon vote and unanimously carried, the Board approved the meeting agenda as amended.

D. Consider Approval of the Minutes of the October 17, 2023 and October 23, 2023

Following discussion and upon motion made by Director DiBiasio, seconded by Director March, upon vote and unanimously carried, the Board approved the Minutes of the October 17, 2023, and October 23, 2023, meetings as presented.

II. FINANCIAL MATTERS

A. Review and Ratify the Payment of Claims

The Board received the Payment of Claims, check #'s 10 – 18 and EFT's 6 – 10, 12, totaling \$42,400.14 for claims paid through October 26, 2023.

Following discussion, on motion duly made by Director March, seconded by Director DiBiasio, and upon vote unanimously carried, the Board ratified the claims paid through October 26, 2023, in the amount of \$42,400.14.

B. Review and Accept the October 2023 Financial Statements

Ms. Rodriguez reviewed the October 31, 2023, Financial Statements with the Board. The General Fund ending balance as of October 31, 2023, was \$341,853. As of the end of October 2023 the Capital Fund balance was \$0.00, and the ending balance in the Debt Service Fund was \$1,661,414.

Following discussion, upon motion duly made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board accepted the October 2023 financial statements as presented.

C. Review Cash Flow Position

Following discussion of cash flow position, no action was taken by the Board.

D. Review and Consider Adoption of Proposed 2024 Budget. Consider Approval Resolution to Adopt the 2024 Budget. Set Mill Levies and Appropriate Sums of Money

Upon motion duly made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board opened the public hearing on the Proposed 2024 Budget to public comment.

After reviewing the 2024 Budget, discussion followed to increase the mill levy for operating revenues from 28.500 mills to 30.500 mills, to lower the debt service mill levy from 37.000 mills to 26.000 mills and to maintain 0.000 mills in the Capital Fund.

Following discussion, upon motion duly made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the public hearing was closed.

Following further discussion, the Board considered approval of the Resolution to adopt the 2024 Budget, Set Mill Levies and Appropriate Sums of Money for District #1, subject to adjustment based on the final assessed valuation.

Upon motion duly made by Director Strach, seconded by Director March, upon vote and unanimously carried, the District (1) approved the 2024 budget with changes discussed, and subject to adjustment based on the final assessed valuation (2) approved the

appropriation and expenditure of funds as detailed therein, (3) approved and adopted a total mill levy of 56.50 mills to be certified by the District for collection in 2024, subject to adjustment based on the final assessed valuation, (4) authorized Director Kehoe as President to sign the necessary documentation, and (5) directed District Accountant Rodriguez and District Manager Elliott to submit the certification of tax levy to the Board of County Commissioners of Arapahoe County no later than January 10, 2024 and to file the 2023 Budget with the Division of Local Government prior to January 30, 2024.

E. Conduct Public Hearing on the 2023 Budget Amendment

The District Accountant noted that it was not necessary to further amend the 2023 Budget.

III. Director Matters

A. Operations Committee Report

Director Kehoe updated the Board on the process of obtaining 2024 landscaping bids from 4 contractors. After meeting with the contractors on November 9, 2023, the Committee reviewed the proposals and discussed their findings with the Board. The Board decided to table the approval of a proposal until the next meeting on January 9, 2024. The Board asked Teleos Management to notify each contractor and let them know of the new date and to submit to management their response on why the Board should select them above the other vendors.

B. Finance Committee Report

Director Strach discussed the Committee's review of the unaudited financial statements and compared the current mill levies with different scenarios of lowering the mill levies to provide savings for homeowners.

Director Strach discussed hiring WIPFLI, LLP as the auditor for the 2023 financial statements.

Following discussion, upon motion duly made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved hiring WIPFLI, LLP to audit the 2023 financial statements.

C. Covenant Enforcement Committee Report

Directors March and Strach reviewed the violations report and the current strategy of waving fines when appropriate with the Board.

Following discussion, upon motion duly made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved the Covenant Enforcement Committee Chairperson to waive fines up to \$125, with the condition the violation was rectified.

After discussing the language contained in the Design Guidelines associated with the 30-day time period of removing holiday lights after the holiday. The Committee recommended to change the language in the Guidelines to, "Holiday lighting shall not be installed more than 60 days prior to the holiday and shall be removed within 60 days following the

holiday.” The board approved the change.

D. Design Review Committee Report

No report was provided by the Committee.

E. Discuss and Possible Action on Basketball Hoops

Director March discussed the results of the survey that was emailed to all homeowners regarding the language of the Design Guidelines, section 2.8, Basketball Hoops. The current language is, “Front yard pole mounted hoops are not permitted.” A total of 649 emails were sent to homeowners opening 287 surveys. 139 surveys were completed of which 23 were anonymous replies. Of the remaining 116 completed surveys, 62% favored changing the language in the Design Guidelines to permit the installation of permanent, inground basketball hoops.

Following discussion, upon motion duly made by Director March, seconded by Director DiBiasio, upon vote and unanimously carried, the Board approved the change in the language of section 2.8, Basketball Hoops from, “Front yard pole mounted hoops are not permitted, to,” Front yard pole mounted hoops are permitted.”

F. Planning Committee Report

Director Kehoe reviewed the following items.

1. Discuss and Possible Action on 2024 Landscape Contract

As discussed in the Operations Committee presentation, the approval of one of the 2024 landscaping maintenance proposals was tabled to the January 9, 2024, meeting.

2. Discuss and Possible Action on Management Contract

Following discussion, upon motion duly made by Director March, seconded by Director DiBiasio, upon vote and unanimously carried, the Board approved Teleos Management Group’s contract to be automatically renewed for 2024.

3. Discuss and Possible Action on Items Discussed at Planning Session

Director Kehoe discussed the items reviewed by the Committee that involved all contracts that were expiring including landscape proposals and management contract. Further discussion followed on pursuing an intergovernmental agreement with the City of Aurora for the District to be able to perform snow removal on residential streets.

G. Social Committee/ Communication Committees

No report was provided by Committee.

H. Update on Design Guidelines

Following discussion, upon motion duly made by Director Strach, seconded by Director DiBiasio, upon vote and unanimously carried, the Board approved Director Guitron as Chairperson of the Design Guidelines Committee.

I. Pool and Clubhouse Report

Director DiBiasio reviewed the proposals from Top Flight Drywall and Paint and A & R Painting to provide labor and materials to repair the interior drywall in the clubhouse and garage, paint the entire interiors of the clubhouse and garage, power wash all exterior siding and beams, paint all exterior siding and stain all beams and benches. The total cost for Top Flight's proposal was \$13,350 and A & R Painting's total bid was \$33,253. The Board asked Teleos Management to provide a couple more bids. Teleos will be contacting CertaPro and Majestic, LTD.

Following discussion, upon motion duly made by Director March, seconded by Director Kehoe, upon vote and unanimously carried, the Board approved accepting a proposal from a contractor to provide labor and materials to repair the interior drywall in the clubhouse and garage, paint the entire interiors of the clubhouse and garage, power wash all exterior siding and beams, paint all exterior siding and stain beams and benches, with the conditions that the proposal is not to exceed a total price of \$15,000 and the contractor has the appropriate insurance. The bids will be forwarded to the Board, and Teleos will poll the board for approval of a contractor for a total price not to exceed \$15,000. Director DiBiasio acknowledged a business relationship with Top Flight Drywall and Paint and agreed not to participate in the vote to select the contractor.

IV. Management Report

A. Management Report October 21, Through November 24, 2023

Ms. Elliott reviewed the management report from October 21, 2023, through November 24, 2023. Director March asked if Teleos Management Group would increase the frequency of the property inspections from once every month to once every 3 weeks to assist with noting the progress of satisfying homeowners' violations. Ms. Elliott agreed to the change in frequency of property inspections from once a month to once every 3 weeks.

B. 2024 Annual Administrative Resolution

Ms. Elliott presented the 2024 Annual Administrative Resolution for Manager, Accountant and Legal Counsel to perform certain tasks on a recurring basis in the operation of the District.

The Board discussed retaining the same newspaper for publication of public notices.

Further discussion followed on officers for 2024:

<u>Name</u>	<u>Title</u>	<u>Term</u>
Matt Kehoe	President	(2023-2027)
Joseph DiBiasio	Vice President	(2023-2025)
Tim Strach	Treasurer	(2023-2025)
Tyler March	Director	(2023-2025)
Hector Guitron	Director	(2023-2025)

The Board discussed holding regular meetings of the Board of Directors on the following dates and times.

January 9, 2024, at 6:30 p.m.

March 5, 2024, at 6:30 p.m.

May 7, 2024, at 6:30 p.m.
July 2, 2024, at 6:30 p.m.
September 3, 2024, 6:30 p.m.
November 5, 2024, at 6:30 p.m.

Following discussion, upon motion duly made by Director Kehoe, seconded by Director DiBiasio, upon vote and unanimously carried, the Board accepted the 2024 Annual Administration Resolution as discussed above.

C. Consider Approval of Property and Liability Schedule and Limits and Renewal of Property and Insurance Liability Coverage

Following discussion, upon motion duly made by Director Kehoe, seconded by Director DiBiasio, upon vote and unanimously carried, the Board approved the Property and Liability Schedule and Limits and Renewal of Property and Insurance Liability Coverage as presented.

D. Discuss and Consider Renewal of SDA Membership

Following discussion, upon motion duly made by Director Kehoe, seconded by Director DiBiasio, upon vote and unanimously carried, the Board approved the renewal of SDA Membership as presented.

VI. PUBLIC COMMENT

Attendees were given the opportunity to address the Board regarding District and community-related matters with each comment limited to three minutes.

Homeowner discussed the violations he has received for not planting a tree in the tree lawn area of his property due to the over watering by his adjacent neighbor and poor soil conditions. The Board asked the homeowner to prepare and submit a letter asking for a variance. He stated he would have this completed in the next 2 weeks.

VII. OTHER BUSINESS

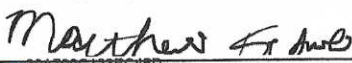
Director Kehoe asked Teleos Management Group to update Whispering Pine's on-line calendar to reflect the meeting dates of the DRC and update the Directors' titles and names.

VIII. ADJOURNMENT

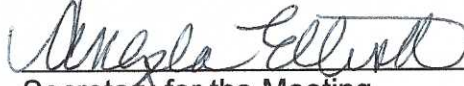
With no further business having come before the Board, Director Kehoe adjourned the meeting at 9:21 p.m.

The foregoing minutes make up a true and correct copy of the record of proceedings of the regular meeting of the Board held on November 28, 2023, and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted by:

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Board of Directors President



Secretary for the Meeting

**RECORD OF PROCEEDINGS
SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
WHISPERING PINES METROPOLITAN DISTRICT NO. 1**

Monday, October 23, 2023 - Zoom Videoconference

BOARD OF DIRECTORS IN ATTENDANCE:

A special meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with Colorado state statutes as applicable, with the following Directors present and acting:

Tim Strach	(by videoconference)
Matt Kehoe	(by videoconference)
Tyler March	(by videoconference)
Joseph DiBiasio	(by Videoconference)

ADDITIONAL ATTENDEES (by videoconference): Lisa Mayers, District Counsel, Spencer Fane LLP; Angela Elliott and Joe Saunders, District Managers and Marlene Pappas, Teleos Management Group; and members of the public.

I. ADMINISTRATIVE MATTERS

A. Call to Order/Establish Quorum

The Board noted that a quorum was present for the purpose of conducting a meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 6:02 pm.

B. Disclosure of Potential Conflicts of Interest

The Board noted that no disclosure statements were necessary, and no additional conflicts were disclosed by the Board.

C. Approval of Agenda

The Board reviewed the proposed meeting agenda. Director March asked to amend the agenda to include a discussion of allowing installation of jellyfish lights on additional sides of residences and proposed language to be used in the Design/Guideline Recommendations.

Following discussion and upon motion made by Director DiBiasio, seconded by Director March, upon vote and unanimously carried, the Board approved the meeting agenda as amended.

II. Director Matters

A. Discuss and Consider Appointment to Board Vacancy

District Counsel Mayers discussed the process for fulfilling the vacancy and the term of the vacancy as pertains to the Board of Directors.

Discussion followed on the interest of the following homeowners to participate on the Board: Hector Guitron and Lynne Cassaday.

Following discussion and upon motion made by Director Kehoe, seconded by Director DiBiasio, upon a 3 to 1 vote carried, the Board appointed Hector Guitron to the position of Director.

B. Discuss and Consider Approval of SARIA Request.

Claude Selitrennikoff, Board Member of SARIA reviewed SARIA's proposed changes to ARI mill levy system.

According to SARIA's attorney at the prior meeting, SARIA seeks to have approval of all Districts within SARIA, to amend their Service Plans, in order to authorize the bond issue at maximum amount achievable under the revised ARI Mill Levy System (based on market conditions). The issues with current mill levy system make it difficult to calculate SARIA's future revenues given the unpredictability of the Tier 3 levy. SARIA's Board is recommending approving capping the 3rd Tier mill levy at 30 mills, keeping Tier 1 and 2 the same.

The Board reviewed the SARIA proposal. Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved SARIA's proposal to move forward with amending the District's Service Plan to cap Tier's 3 mill levy at 30 mills.

C. Discuss and Consider Approval of Amending Design Guidelines.

Director March reviewed the Design Guidelines associated with jellyfish lights and asked for the guidelines to be amended to read, "Such lights will be allowed on all sides of home," instead of, "Lights shall be front-only or street-facing for corner/end lots."

Following discussion and upon motion made by Director March, seconded by Director Kehoe, upon a 3 to 1 vote carried, the Board approved the amending of the Design Guidelines to read, "such lights will be allowed on all sides of home." The application for design review will be amended to include the conditions under which the lights will be approved, including compliance with City of Aurora requirements.

VI. PUBLIC COMMENT

Attendees are given the opportunity to address the Board regarding District and community-related matters with each comment limited to three minutes.

Homeowners' comments focused on the Director appointment process.

VII. OTHER BUSINESS

On behalf of the Finance Committee, Director Strach discussed the qualifications of Lynne Cassaday and made a motion to appoint Ms. Cassaday to serve on the Finance Committee. Director Kehoe seconded the motion and upon vote and unanimously

carried, the Board appointed Ms. Cassaday to the Finance Committee.

Director Strach discussed the Finance Committee's next meeting which will be held in November. The Board will hold a budget planning meeting on November 15. .

VIII. ADJOURNMENT

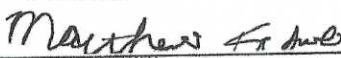
With no further business having come before the Board, Director Kehoe adjourned the meeting at 7:06 pm.

Next Meeting November 28, 2023, 5:30 Town Hall meeting
6:30 Budget Hearing and Special Meeting

The foregoing minutes make up a true and correct copy of the record of proceedings of the regular meeting of the Board held on October 23, 2023, and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

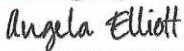
Respectfully Submitted by:

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Board of Directors President

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Secretary for the Meeting

**RECORD OF PROCEEDINGS
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REGULAR MEETING OF THE BOARD OF DIRECTORS OF
WHISPERING PINES METROPOLITAN DISTRICT NO. 1**

Tuesday, October 17, 2023 - Zoom Videoconference

BOARD OF DIRECTORS IN ATTENDANCE:

A regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with Colorado state statutes as applicable, with the following Directors present and acting:

Tim Strach	(by videoconference)
Matt Kehoe	(by videoconference)
Tyler March	(by videoconference)

ADDITIONAL ATTENDEES (by videoconference): Lisa Mayers, District Counsel, Spencer Fane LLP; Phyllis Brown, Community Resource Services of Colorado, District Accountant; Angela Elliott and Joe Saunders, District Managers and Marlene Pappas, Teleos Management Group; Tom George and Danielle Kaiser, attorneys for SARIA; and, members of the public.

I. ADMINISTRATIVE MATTERS

A. Call to Order/Establish Quorum

The Board noted that a quorum was present for the purpose of conducting a meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 6:30 pm.

B. Disclosure of Potential Conflicts of Interest

The Board noted that no disclosure statements were necessary, and no additional conflicts were disclosed by the Board.

C. SARIA Presentation

Claude Selitrennikoff, Board Member of SARIA and Tom George of Spencer Fane LLP, provided a presentation outlining SARIA's original purpose and the proposed changes to ARI mill levy system.

South Aurora Regional Improvement Authority was established in 2018, for the purpose of planning, designing, constructing, installing, acquiring, relocating, redeveloping and financing the regional improvements consistent with adopted, "ARI Master Plans". Future improvement plans of SARIA include the funding of the following projects:

- 1) Gun Club Road: \$19.3mm
- 2) Aurora Parkway Extension (Half Section Bridge): \$9.7mm
- 3) Gartrell Road Improvements (Dry Creek to Aurora (with Bridge and Ramps)): \$7.4m

The funding of the projects will need to have approval of the SARIA Board, . The issues

with current mill levy system found in the member Districts' service plans is there is an ambiguity in the Tier 3 levy which makes it difficult to calculate SARIA's future revenues given the unpredictability of the Tier 3 levy. This has led to investor uncertainty in revenue projections and higher borrowing costs, and resulted in an inability to obtain either an investment grade rating or bond insurance. The SARIA Board has asked the District (and all of its member Districts) to consider amending its Service Plan to eliminate the ambiguity in the Tier 3 mill levy.

Following discussion, the Directors decided to table their decision until the next scheduled meeting after all information has been reviewed by the Directors.

D. Review/Approve Meeting Minutes – August 15, 2023 and August 22, 2023

The Board reviewed the minutes of the regular Board meeting of the Whispering Pines Metropolitan District No. 1 Board of Directors held on August 15, 2023 and special Board meeting held on August 22, 2023.

Following discussion and upon motion made by Director March, seconded by Director Strach, upon vote and unanimously carried, the regular Board meeting minutes of August 15, 2023, and special Board meeting minutes of August 22, 2023, each constituted a true and correct record of the meeting proceedings and were unanimously approved by the Board.

E. Approval of Agenda

Manager Elliott noted to amend agenda by moving item A. under Director Matters to become item C. under Administrative Matters.

The Board reviewed the proposed amended meeting agenda. Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved the meeting agenda as amended.

II. LEGAL MATTERS

A. Discuss Board Vacancy and Consider Appointment to Board

Discussion followed on the interest of the following homeowners to participate on the Board: Joseph DeBlasio, Hector Guitron and Lynne Cassaday. Due to previous commitments, Scott Jordan elected to remove his name as a candidate.

Following discussion, upon motion duly made by Director Kehoe seconded by Director March, upon vote and unanimously carried, the Board appointed Joseph DiBlasio as member of the Board. District Counsel will provide the oath and required forms to be signed.

After discussing the qualifications of Lynne Cassaday and Hector Guitron, the Board tabled their appointment discussion until the next special meeting scheduled for October 23, 2023, to provide the newly appointed Director an opportunity to speak with each candidate.

B. Ratify 2022 Annual Report

Manager Elliott discussed the items in the 2022 Annual Report.

Following discussion and upon motion made by Director Kehoe, seconded by Director March, upon vote and unanimously carried, the Board ratified the filing of the 2022 Annual Report.

III. FINANCIAL MATTERS

A. Review/Ratify Payment of Claims

The Board reviewed the Payment of Claims and acknowledged check numbers 3549 to 3565, totaling \$113,939.72.

Following discussion and upon motion made by Director March, seconded by Director Kehoe, upon vote and unanimously carried, the Board ratified the above payment of claims in the amount of \$113,939.72.

B. Review/Accept Financial Statement: September 30, 2023

District Accountant Brown provided a summary to attendees regarding the financial statements as of September 30, 2023.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board accepted the financial statements as of September 30, 2023.

C. Cash Flow position

The Board discussed September 30, 2023, Cash Flow Position and noted bank balances.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board accepted the September 30, 2023, Cash Flow Position.

D. Discussion on preliminary 2024 budget (enclosure)

District Accountant Brown walked the Board through the preliminary 2024 Budget.

Discussion followed on RFP's and line item expenses. The Board asked for breakdown and composition of expenses. Adoption of the final budget will occur at a future meeting following a public hearing.

IV. DIRECTOR MATTERS

A. Discussion and action on District Board Member Committees

The Board discussed the various Committees and their responsibilities including Operations, Social, Planning, CEC (Covenant Enforcement Committee), DRC (Design Review Committee), and Finance.

B. Finance Committee Report

On behalf of the Finance Committee, Director Strach reported that the Committee met on October 11, 2023 and discussed the accounts associated with the September 30, 2023 Financial Statements. Topics discussed by the Board included in the discussion were Administration Fees, Clubhouse Management Fee and opportunities for income associated with renting the clubhouse and storage areas. Next Committee meeting is scheduled for the week of November 13th, 2023.

C. Operations Committee Report

On behalf of the Operations Committee, Director Kehoe spoke to attendees about the operations of the District that included meeting with landscape contractor, perimeter fencing contractor and walking common district areas for bands and native grass areas. All contracts except for trash removal expire at the end of the year, Director Kehoe suggested that all RFP's be updated.

Following discussion, the Directors decided to start a new Contracts Review Committee. Joseph DiBiasio and Tyler March volunteered to be on the Committee.

Following discussion, the Directors decided to start a new Clubhouse/Pool Committee. Joseph DiBiasio volunteered to be on the Committee.

E. Covenant Enforcement Committee (CEC)

On behalf of the CEC, Director Strach reported that to maintain consistency and accuracy with the most current information possible while adhering to the Covenant Enforcement Policy, Committee meetings are scheduled for Tuesday following the covenant inspections performed by management. Director Strach reported that the Committee continues to issue violation notices accordingly and respond as necessary to residences in violation. Director Strach informed management that the CEC is ready to move forward assessing covenant fines to residences with violations following the next meeting, during which Teleos will present the Committee with a list of residences to be reviewed by the Committee and processed by management based on Committee directive and pursuant to the District Covenant Enforcement Policy.

Director Strach discussed the qualifications of Tim Maxman and recommended him for appointment to the Covenant Enforcement Committee.

Following discussion and upon motion made by Director March, seconded by Director Kehoe, upon vote and unanimously carried, the Board appointed Tim Maxman to the Covenant Enforcement Committee.

J. Design Review Committee (DRC)

On behalf of the DRC, members Rita Cuthbertson and Kelly Ellis stated that there have been about 14 Design Review Applications received since the last report. A specific application for jellyfish lights was presented to the Directors for review. The homeowner is asking to be allowed to install jellyfish lights on all sides of the exterior of their house.

The current guideline states the lights can only be installed on the front-only or street – facing corner/end lots.

Following discussion, the Directors decided to continue this discussion at the next scheduled meeting.

K. Planning Committee:

The Directors decided to discuss the Committee's function at the next scheduled meeting.

L. Social/Communications Committees:

On behalf of the Social/Communication Committee member Noelle Dilts discussed the following topics:

1. All homeowners who attended the end-of-summer dog pool party had a great time.
2. Upcoming events in 2023 are organizing a pumpkin patch and pictures with Santa Claus.
3. Committee will be sending out email blast for volunteers.
4. Director Kehoe discussed modifying the current policy associated with communicating on behalf of the District to authorized a single individual, such as Noelle, to be able to post messages on platforms such as Facebook. The Directors decided to review the current Social Media Policy and amend the language of the policy to reflect the Board's desired goal. Further discussion will be had at next meeting.

M. Update Design Guidelines

Director March discussed making possible updates to the Design Guidelines that are associated with allowing installation of permanent basketball poles with hoops, flag poles and jellyfish lights.

Following discussion, the Board discussed having Teleos send out a homeowner survey for feedback and will further discuss the proposed changes at a future meeting.

V. MANAGEMENT MATTERS

A. Management Report: August 12, 2023 – October 10, 2023

Manager Elliott discussed items included in the Management Report for August 12, 2023, through October 10, 2023. Having no questions, the Board accepted the Management Report as presented by Teleos Management.

B. Discussion on tree replacement update

Manager Elliott provided updated information from Davey Tree. The installation of the new trees is scheduled for the last week in October with the irrigation staying active until October 31, 2023. After discussing, the Board directed Teleos to contact Davey Tree to postpone the tree installation until next spring.

C. 2024 Landscaping/Snow Removal Bids

Manager Elliott reviewed the 2024 landscaping proposals from the following contractors Brightview, Keesen, SOS and Valor Landscape. Teleos will provide a spreadsheet and schedule the contractors to meet with a board member(s). This information will be reviewed and discussed at a future meeting for possible action.

D. 2024 Other Bids: Erosion Issue/ Retaining Wall/ Concrete Pool Deck Area/ Monument Wiring

Manager Elliott reviewed the proposals received from contractor for modifying the pool deck area using concrete, correcting the drainage of the retaining wall located west of S. Kellerman Circle on the residential path and the issue with the erosion along S. Sampson Gulch Way at roundabout. Manager Elliott reported the lights at the monument sign were working after the electrician's repair.

Following discussion, the Board decided to discuss the erosion, retaining wall and pool deck proposals at a future meeting.

D. Holiday Lighting Proposal

Director Kehoe discussed the advantages of installing permanent jellyfish lighting around the exterior of the clubhouse instead of using the temporary holiday lights installed by Keesen. The jellyfish lights cost \$17,000 while Keesen's proposal is for \$6,000.

Following discussion and upon motion made by Director March, seconded by Director Strach, upon vote and unanimously carried, the Board approved Keesen's 2024 holiday lighting proposal.

VI. PUBLIC COMMENT

Attendees are given the opportunity to address the Board regarding District and community-related matters with each comment limited to three minutes.

Janet Elliott commented on the qualifications of Lynne Cassaday to be a member of the Whispering Pines Board of Directors.

VII. OTHER BUSINESS

Director Kehoe discussed having incoming Director Joe DiBiasio meet with Director candidates Lynne Cassaday and Hector Guitron. A special meeting will be held on October 23, 2023, at 6:00 pm to discuss the appointment of a candidate to the remaining Board vacancy.

VIII. ADJOURNMENT

With no further business having come before the Board, Director Kehoe adjourned the meeting at 10:32 pm.

Next Special Meeting – October 23, 2023 at 6:00 PM

Annual Meeting - November 28, 2023, 5:30 Town Hall meeting
6:30 Budget Hearing and Special Meeting

The foregoing minutes make up a true and correct copy of the record of proceedings of the regular meeting of the Board held on October 17, 2023, and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted by:

DocuSigned by:

Matthew Franks

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Board of Directors President

DocuSigned by:

Angela Elliott

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Secretary for the Meeting

RECORD OF PROCEEDINGS

SPECIAL MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1

Tuesday, August 22, 2023 - Zoom Videoconference

BOARD OF DIRECTORS IN ATTENDANCE:

A special meeting of the Board of Directors of Whispering Pines Metropolitan District No.1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with Colorado state statutes as applicable, with the following Directors present and acting:

Tim Strach	(by videoconference)
Matt Kehoe	(by videoconference)

ADDITIONAL ATTENDEES (by videoconference): Lisa Mayers, District Counsel, Spencer Fane LLP; Joe Saunders, District Manager and Marlene Pappas, Teleos Management Group; and, members of the public.

I. ADMINISTRATIVE MATTERS

A. Call to Order/Establish Quorum

The Board noted that a quorum was present for the purpose of conducting a meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 6:32 pm.

B. Disclosure of Potential Conflicts of Interest

The Board noted that no disclosure statements were necessary, and no additional conflicts were disclosed by the Board.

C. Approval of Agenda

The Board reviewed the proposed meeting agenda. Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved the meeting agenda as amended.

II. DIRECTOR MATTERS

A. Discuss and Consider Appointments to Board Vacancies

The Board discussed the qualifications of the 5 candidates to fill the 3 Director vacancies. The 5 candidates being considered are as follows:

Lynne Cassaday
Joseph DiBiasio
Tyler March
Hector Guitron
Scott B. Jordan

Director Kehoe and Director Strach were able to meet with 4 of 5 candidates prior to Board meeting. Neither Director was able to speak with Scott Jordan.

Following discussion upon motion duly made by Director Kehoe seconded by Director Strach, upon vote and unanimously carried, the Board appointed Mr. March as member of the Board. District Counsel will provide the oath and required forms to be signed.

After discussing the qualifications of Lynne Cassaday, Hector Guitron, Joseph DiBiasio and Scott Jordan, the Board tabled their appointment discussion until the next scheduled meeting.

B. Discussion on Committee Chair Assignments and SARIA Board Appointee

Attendees were given the opportunity to discuss the open positions within several Committees and possible appointment to the SARIA Board.

Noelle Dilts discussed her qualifications as Chairperson of the Social Committee.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved Ms. Dilts to serve as Chairperson of the Social Committee.

Claude Selitrennikoff and Joseph DiBiasio discussed their qualifications to be appointed to the Board of SARIA and asked to be considered for the position. Mr. Selitrennikoff previously served on the SARIA Board.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board appointed Mr. Selitrennikoff to serve on the SARIA Board.

C. Discussion on Landscaping Contract for 2024, Proposal from Brightview or RFP to Consider Other Vendors

After discussing the current landscape contractor's performance and price, the Board directed Teleos Management to obtain proposals from several different contractors, based on the current RFP guidelines. The proposals will be submitted to the Board by October 17, 2023.

VI. PUBLIC COMMENT

Attendees are given the opportunity to address the Board regarding District and community-related matters with each comment limited to three minutes. No comments were received.

VII. OTHER BUSINESS:

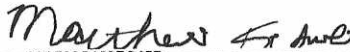
No other business was brought before the Board.

VIII. ADJOURNMENT


With no further business having come before the Board, Director Kekoe adjourned the meeting at 7:11 pm.

The foregoing minutes make up a true and correct copy of the record of proceedings of the regular meeting of the Board held on August 22, 2023, and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted by:

DocuSigned by:

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Board of Directors President

DocuSigned by:

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Secretary for the Meeting

RECORD OF PROCEEDINGS

REGULAR MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1

Tuesday, August 15, 2023 - Zoom Videoconference

BOARD OF DIRECTORS IN ATTENDANCE:

A regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with Colorado state statutes as applicable, with the following Directors present and acting:

Tim Strach	(by videoconference)
Matt Kehoe	(by videoconference)

ADDITIONAL ATTENDEES (by videoconference): Lisa Mayers, District Counsel, Spencer Fane LLP; Phyllis Brown, Community Resource Services of Colorado, District Accountant; Angela Elliott and Joe Saunders, District Managers and Marlene Pappas, Teleos Management Group; and, members of the public.

I. ADMINISTRATIVE MATTERS

A. Call to Order/Establish Quorum

The Board noted that a quorum was present for the purpose of conducting a meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 6:32 pm.

B. Disclosure of Potential Conflicts of Interest

The Board noted that no disclosure statements were necessary, and no additional conflicts were disclosed by the Board.

C. Review/Approve Meeting Minutes – April 18, 2023

The Board reviewed the minutes of the regular Board meeting of the Whispering Pines Metropolitan District No. 1 Board of Directors on April 18, 2023.

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the regular Board meeting Minutes of April 18, 2023, constituted a true and correct record of the meeting proceedings and were unanimously approved by the Board.

D. Approval of Agenda

Manager Elliott noted to amend agenda by moving item E. under Administrative Matters to become item C. under Legal Matters and adding item E. under Management Matters, 2024 Landscaping/Snow Removal.

The Board reviewed the proposed meeting agenda. Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved the meeting agenda as amended.

E. Acknowledge and accept the resignation of Jeff Grabinski

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board accepted the resignation of Jeff Grabinski, effective immediately.

II. LEGAL MATTERS

A. Discuss Board Vacancy

District Counsel Mayers discussed the process for filling the vacancy and the term of each vacancy as pertains to the Board of Directors.

A homeowner asked about the time commitment required to serve on the Board, to which members responded less than 5 hours every 2 weeks, but that it depended on the roles assumed.

Following discussion, the Board directed Teleos Management to e-blast the community to both solicit owner interest in filling Board vacancies as well as interest in joining one of the many District Committees and to ask homeowners to submit statements of interest by the next meeting.

B. Consider Appointments to Board

Discussion followed on the interest of homeowners to participate on the Board: Joseph DeBlasio, Tyler March, Hector Guitron, Lynne Cassaday and Scott Jordan. The Board decided to hold a special meeting on Tuesday, August 22, 2023, at 6:30 PM to discuss each candidate's qualifications and to possibly make appointments.

C. Discussion and Consider Officer Appointments

District Counsel Mayers discussed that the offices of President, Secretary and Treasurer are necessary for the Board, although Secretary and Treasurer can be the same or the Secretary can be a non-Board member.

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the Board assigned Officer positions to the current Board as follows:

Matt Kehoe – President
Tim Strach – Treasurer

Angela Elliott – Secretary to the Board

III. FINANCIAL MATTERS

A. Review/Ratify Payment of Claims

The Board reviewed the Payment of Claims and acknowledged checks 3509 – 3548 totaling \$106,943.28 having been submitted, approved, and paid.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board ratified the above payment of claims in the amount of \$106,943.28.

B. Review/Accept Financial Statement: July 31, 2023

District Accountant Brown provided a summary to attendees regarding the financial statements as of July 31, 2023.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board accepted the financial statements as of July 31, 2023.

C. Cash Flow position

The Board discussed the July 31, 2023, Cash Flow Position and noted bank balances.

D. Conduct Public Hearing on the proposed Amendment to the 2023 Budget and consider adoption of Resolution to adopt the Amended 2023 Budget (enclosure)

District Accountant Brown walked the Board through the amendment for the 2023 Budget because of the bond issue closed in March.

Following discussion, upon motion duly made by Director Kehoe, seconded by Director Strach and upon vote, opened the public hearing. There were no public comments.

Following discussion, upon motion duly made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the public hearing was closed.

Following discussion, upon motion duly made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board Adopted the Resolution to Amend the Debt Fund in the 2023 Budget.

D. Discussion on discontinuing use of Bill.com and change banks to Inbank and using Inbank for bill pay

District Accountant Brown discussed the benefits to the District on changing banks and using the new bank's free bill pay.

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the Board directed the District accountants to change banks, process signors on the new account and designate bill approvers for

the new bill pay system.

E. Discussion on paying invoices once a month

District Accountant Brown advised that the District is able to pay invoices once a month, thus avoiding the costs of a second processing session.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board directed District accountants and management to process and pay bills once a month.

F. Change of meeting dates to any Tuesday other than 3rd Tuesday

Following discussion, and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved to change the October meeting date to Monday, October 23, 2023. November date is set for the 28th.

IV. DIRECTOR MATTERS

A. District Board Member Committees

The Board discussed the various Committees and their responsibilities including Operations, Social, Planning, CEC (Covenant Enforcement Committee), DRC (Design Review Committee), and Finance. District Manager Elliott added that in the past, the District has also had additional Committees such as the Communications and Buildout Committees. The Directors decided to put these topics on the agenda for a later meeting after additional Directors have been appointed to the Board.

B. Discussion on District Board member email addresses

District Manager confirmed that South Metro IT will charge \$135 a month and \$15 per email address.

Further discussion followed on other software where documents can be retrieved. Director Kehoe will look into setting up email accounts with Google. Directors decided to continue discussion at the next meeting.

C. Discussion on SARIA board member representative

Following discussion, the Directors decided to continue this discussion at the next scheduled meeting after additional Directors have been appointed.

D. Discussion re: Sampson Gulch Ownership Research

Director Strach met with homeowner Karl Kasch who has done some preliminary research and he will report back to the Board. The research is going well, however some documents have not been received. The Directors decided to put this topic on the agenda for an upcoming meeting when additional information is available.

E. Committee Reports

- **Operations Committee:** On behalf of the Operations Committee, Director Kehoe spoke to attendees about extending the pool opening for the season and inquired with the Board and management about the current budget for the

purposes of funding the extended season. Furniture and umbrellas for the pool area were replaced this season.

Following discussion, upon motion made by Director Kehoe, seconded by Director Strach and upon vote, the Board approved extending the Community pool operations through the end of September, weather permitting, providing the total expenses do not exceed \$2,500.

F. Buildout Committee:

Manager Elliott discussed this committee had been sunset from the June meeting however there are still outstanding items to resolve, which included: getting 3 meters transferred to the District and backflows tested, and conveyance deeds needing to be signed off by the District.

District Manager Elliott is working on the water meters and Lennar is testing the backflows and getting the meters changed to the District. She recommended that District Counsel review and handle the deeds.

District Counsel will review documents for update at October's Board meeting.

G. Finance Committee

Director Strach discussed getting the finance committee together around August 23rd, 2023.

Director Strach made a motion, seconded by Director Kehoe and upon vote, unanimously carried to appoint Tracy Tidbetts as a Finance Committee member.

H. Operations Committee:

Director Kehoe discussed the following topics:

- 1) There have been problems with the fence painting project specifically with the contractor, CertaPro Painters, and a sub-contractor of CertaPro Painters.
 - a) Some homeowners have stated that fences along their properties were not power washed as required by the contract.
 - b) Damages caused by CertaPro's sub-contractor to homeowners' property have been remedied or in the process of being remedied.
 - c) District is holding 2nd payment to CertaPro until all problems are cured.
- 2) Reviewed the expenses to keep the pool open through the end of September, weather permitting. Expenses should be no more than \$2,500 to extend the operation of the pool for another 30 days.
- 3) Director Kehoe alerted the Board to a needed repair for a broken pipe that caused electrical wires to sever at the pool. The Board will get bids to repair the break, in either the fall or in the spring prior to the opening of the pool.
- 4) Director Kehoe discussed the possibility of opening the clubhouse to business opportunities, such as renting the room to businesses for meetings, as a revenue source.

- 5) Director Kehoe met with Evan of Teleos Management Group and reviewed 10, second notice of violations. Fines for violators will begin with the next notice.

I. Covenant Enforcement Committee (CEC)

On behalf of the CEC, Director Strach reported that to maintain consistency and accuracy with the most current information possible while adhering to the Covenant Enforcement Policy, Committee meetings are scheduled for Tuesday following the covenant inspections performed by management. Director Strach reported that the Committee continues to issue violation notices and respond as necessary to residences in violation. Director Strach informed management that the CEC is ready to move forward assessing covenant fines to residences with violations following the next meeting, during which Teleos will present the Committee with a list of residences to be reviewed by the Committee and processed by management based on Committee directive and pursuant to the District Covenant Enforcement Policy.

J. Design Review Committee (DRC)

On behalf of the DRC, member Cuthbertson stated that there have been about 6 Design Review Applications received since the last report. The applications have been for new xeriscape designs, new shrubs and installing a garage side door. Ms. Ellis is working with the City of Aurora on the standard associated with whether or not to keep trees in the curb line. Any updates will be presented to the Board at a future meeting.

K. Planning Committee:

The Directors decided to discuss the Committee's functions at the next Board meeting.

L. Social/Communications Committees:

Director Kehoe discussed the following topics:

1. Proposal to modify the current social media policy governing communicating on behalf of the District to authorize a single individual, such as the Chairperson of the Social Committee, to be able to post messages on platforms such as Facebook. The Directors decided to discuss these topics at a future meeting.
2. Director Kehoe asked for an email blast be sent to all homeowners to encourage participation in District committees, especially in the social committee. Manager Elliott stated that email blasts have been sent out periodically and an email blast will be sent next week.
3. The Social Committee has a remaining budget of \$6,500 through the end of the year.

M. District Deeds from Lennar to Whispering Pines

The Directors decided to discuss the deeds from Lennar at a future Board meeting when more information is available.

N. Update Design Guidelines

The Directors decided to discuss updating the Design Guidelines at the next scheduled meeting.

V. MANAGEMENT MATTERS

A. Management Report: 6/17/2023 – 8/10/2023

Manager Elliott discussed items included in the Management Report for June 17, 2023 – August 10, 2023. Having no questions, the Board accepted the Management Report as presented by Teleos Management.

B. Update on fence painting job

Management followed up with those expressing concerns regarding the quality of the painting work, and CertaPro is still remedying the situation.

Further discussion followed on whether the District should try to discount the final bill because they failed to power wash the fences behind Haleyville.

Manager also reminded the Board that the fence adjacent to the common area in Phase 1 was overlooked, and they will be sure to include it in the next bid.

C. Discussion on tree replacement update

Manager Elliott provided updated information from Davey Tree. A timeline and schedule of tree replacement has been sent to the Board, projecting the replacement to end the last week of September, weather permitting.

D. Discussion on Annual Town Hall Meeting and Regular Meeting and Budget Hearing

District Manager Elliott confirmed November 28, 2023 meeting is scheduled for 6:30 but we should start the Annual Town Hall Meeting at 5:30, which is now required by law.

Following discussion, the Board approved holding the Annual Town Hall Meeting at 5:30 pm. One link for both meetings will be used. The Board will need to open and close each meeting separately.

E. 2024 Landscaping/Snow Removal

The Directors discussed getting proposals from other companies for both snow removal and landscape maintenance. No decision was made.

VI. PUBLIC COMMENT

Attendees are given the opportunity to address the Board regarding District and community-related matters with each comment limited to three minutes.

Joe DiBiasio thanked the Board for their time and the way they are handling the processes and procedures of managing their community.

A resident from Patio Villas who resides at 25085 E. Phillips Drive noted a problem with the property's landscaping company. The Board noted the resident's address is under the jurisdiction of the HOA and directed him to notify Goodwin Management.

VII. OTHER:

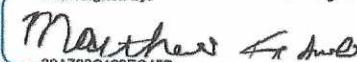
Manager Elliott discussed the covenant enforcement/fines bank account has not been opened since discussions with District Accountants and analysis of the cost. Manager discussed that fines should be demanded to be paid in check or money order to the District and those funds can be deposited in the operating account and Management will use templates for invoicing and calculate the interest and late fees.

VIII. ADJOURNMENT

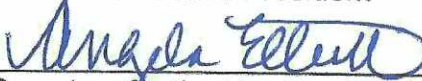
With no further business having come before the Board, Director Strach adjourned the meeting at 8:23 pm.

The foregoing minutes make up a true and correct copy of the record of proceedings of the regular meeting of the Board held on August 15, 2023, and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted by:


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Board of Directors President



Secretary for the Meeting

RECORD OF PROCEEDINGS

REGULAR MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1

Tuesday, June 20, 2023 - Zoom Videoconference

BOARD OF DIRECTORS IN ATTENDANCE:

A regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with Colorado state statutes as applicable, with the following Directors present and acting:

Jeff Grabinski	(by videoconference)
Tim Strach	(by videoconference)
Matt Kehoe	(by videoconference)
Dave Kitchel	(excused)

ADDITIONAL ATTENDEES (by videoconference): Lisa Mayers, District Counsel, Spencer Fane LLP; Phyllis Brown, Community Resource Services of Colorado, District Accountant; Angela Elliott and Fallon Redmond, District Managers and Marlene Pappas, Teleos Management Group; and, members of the public.

I. ADMINISTRATIVE MATTERS

A. Call to Order/Establish Quorum

The Board noted that a quorum was present for the purpose of conducting a meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 6:30 pm.

B. Disclosure of Potential Conflicts of Interest

The Board noted that no disclosure statements were necessary, and no additional conflicts were disclosed by the Board.

C. Approval of Agenda

The Board reviewed the proposed meeting agenda. Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the Board approved the meeting agenda as amended.

D. Acknowledge and accept the resignation of Dave Kitchel

Following discussion, the Board acknowledged and accepted the resignation of Dave Kitchel, effective immediately.

E. Discussion and Consider Officer Appointments

District Counsel Mayers discussed the offices of President, Secretary and Treasurer are

necessary for the Board, although secretary and treasurer can be the same or the secretary can be a non-Board member.

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the Board assigned Officer positions to the current Board as follows:

Jeff Grabinski - President
Tim Strach – Treasurer
Matt Kehoe – Vice President
Angela Elliott – Secretary to the Board

E. Review/Approve Meeting Minutes – April 18, 2023

The Board reviewed the minutes of the regular Board meeting of the Whispering Pines Metropolitan District No. 1 Board of Directors on April 18, 2023.

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the regular Board meeting Minutes of April 18, 2023, constituted a true and correct record of the meeting proceedings and were unanimously approved by the Board.

II. LEGAL MATTERS

A. Discuss Board Vacancy

District Counsel Mayers discussed the process for fulfilling the vacancy and the term of the vacancy as pertains to the Board of Directors.

A homeowner asked about the time commitment required to serve on the Board, to which members responded less than 5 hours every 2 weeks, but that depended on the roles assumed.

Following discussion, the Board directed Teleos Management to e-blast the community to both solicit owner interest in filling Board vacancies as well as interest in joining one of the many District Committees and to ask homeowners to submit statements of interest by the August meeting.

III. FINANCIAL MATTERS

A. Review/Ratify Payment of Claims

The Board reviewed the Payment of Claims and acknowledged checks 3480 – 3508 totaling \$82,600.32 having been submitted, approved, and paid.

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the Board ratified the above payment of claims in the amount of \$82,600.32.

B. Review/Accept Financial Statement: May 31, 2023

District Accountant Brown provided a summary to attendees regarding the financial statements as of May 31, 2023.

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the Board accepted the financial statements as of May 31, 2023.

C. Cash Flow position

The Board discussed the May 31, 2023, Cash Flow Position. Director Grabinski also explained the difference between the Operating and Capital Improvement (Reserve) funds.

D. Discussion/Action Re: Signor for Banking and Second Bill Approver

District Accountant Brown discussed the need for an additional approved signor on the Board, as Director Kitchell formally resigned from the Board.

Following discussion and upon motion made by Director Grabinski, seconded by Director Strach, upon vote and unanimously carried, the Board appointed Director Kehoe as a signor for banking and the second bill approver.

E. Discussion to Consider Amending 2023 Budget Due to Refinancing

District Accountant Brown noted due to the refinancing, the District will need to amend the 2023 budget. Teleos will publish a notice of public hearing in the newspaper for August meeting.

F. Ratification of UMB investments in Colo Trust

Following discussion, and upon motion made by Director Strach, seconded by Director Grabinski, upon vote and unanimously carried, the Board ratified the UMB investments in Colo Trust Account.

IV. DIRECTOR MATTERS

A. District Board Member Committees

The Board discussed the various Committees and their responsibilities including Operations, Social, Planning, CEC (Covenant Enforcement Committee), DRC (Design Review Committee), and Finance. District Manager Elliott added that in the past, the District has also had additional Committees such as the Communications and Buildout Committees.

B. Discussion on District Board member email addresses

The Board directed Management to confirm the costs of email addresses with South Metro IT. Further discussion followed on other software where documents can be retrieved.

C. Discussion on SARIA board member representative

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the Board appointed Director Grabinski to

serve on the SARIA Board with Director Strach as his substitute in the event of his absence.

D. Discussion re: Sampson Gulch Ownership Research

Following discussion, the Board requested Director Strach perform additional due diligence on the subject and to contact homeowner K. Kasch who did some preliminary research and to report back to the Board.

E. Committee Reports

- **Operations Committee:** On behalf of the Operations Committee, Director Grabinski spoke to attendees about the pool opening for the season and inquired with the Board and management about the current budget for the purposes of funding furniture and umbrellas for the pool area.

Following discussion, upon motion made, seconded and upon vote, the Board appointed Director Kehoe as Operations Committee Chair.

- **Buildout Committee:**
Discussion followed on sunseting this committee.

Upon motion made, seconded and upon vote, the Board dissolved the Buildout Committee.

- **Finance Committee**

Following discussion, upon motion made, seconded and upon vote, the Board appointed Director Strach as Finance Committee Chair.

Homeowner T. Tidbits expressed her desire to participate on the Finance Committee.

- **Planning Committee:** On behalf of the Planning Committee, Director Grabinski: shared his thoughts about the proposed option to remove the dumpster and enclosure from the Clubhouse due to ongoing past issues and expecting push-back from community residents. Managers Elliott and Redmond reported having solicited vendor bids to roof the existing enclosure to deter loose and bagged trash from being able to be thrown over the top of the enclosure, the bids which will be forwarded to the Board once received.

Following discussion, upon motion made, seconded and upon vote, the Board appointed Director Grabinski as Planning Committee Chair.

- **Covenant Enforcement Committee (CEC)**
On behalf of the CEC, Director Strach reported that to maintain consistency and accuracy with the most current information possible while adhering to the Covenant Enforcement Policy, Committee meetings are scheduled for Tuesday

following the covenant inspections performed by management. Director Strach reported that the Committee continues to issue violation notices accordingly and respond as necessary to residences in violation. Director Strach informed management that the CEC is ready to move forward assessing covenant fines to residences with violations following the next meeting, during which Teleos will present the Committee with a list of residences to be reviewed by the Committee and processed by management based on Committee directive and pursuant to the District Covenant Enforcement Policy.

- **Design Review Committee (DRC)**

On behalf of the DRC, member Cuthbertson stated that there have been about 18 Design Review Applications received since the last report with a few pending receipt of additional information from applicants per the Committee's request, including the following Variance Request for which the Committee requests Board direction:

- ❖ 7902 S. Langdale Way Variance: Residence requested permission to install a gate to non-District property for maintenance of the area and to mitigate possible fire danger.

Following discussion, upon polling of the Board of Directors, and subsequent vote, the variance for the gate to the non-District property was approved.

- **Social/Communications Committees:**

Following discussion, upon motion made, seconded and upon vote, the Board appointed Director Kehoe as Communications Committee Chair.

Further discussion followed on soliciting homeowners to resurrect the Social Committee.

V. MANAGEMENT MATTERS

A. Management Report: 4/13/2023 – 6/16/2023

Managers Elliott and Redmond discussed items included in the Management Report for April 13 – June 16, 2023. Having no questions, the Board accepted the Management Report as presented by Teleos Management.

F. Mulch Installation/Additional Fee Update

Manager Elliott discussed the mulch bed on S. Ider not having been included in the bid.

Discussion followed on the depth of the mulch and requested the vendor give an explanation and if necessary to revisit the site.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved the mulching in the amount of \$1,104 putting the District over budget \$25,000 by \$1,056.

G. Community Fence Staining/Repair Project

Manager Elliott presented and summarized key points of the community fence staining project bids from CertaPro and Front Range Fence to the Board.

Following discussion and upon motion made by Director Kehoe, seconded by Director Strach, upon vote and unanimously carried, the Board approved the community fence staining project bid from CertaPro pending the addition of power washing the interior of the fences facing owner residences.

Fence Repairs/Wrong Stain Color

- 8292 S. Langdale Way - Discussion was held regarding fence repairs needed at this address due to rock having been installed against the interior perimeter of the fence resulting in bowing.

Following discussion and upon motion made by Director Strach, seconded by Director Grabinski, upon vote and unanimously carried, the Board approved to repair the fence at 8292 S. Langdale Way in an amount not to exceed \$1,500, but advising that future repairs caused by the homeowners' landscaping/rock will be the homeowners responsibility.

- Manager Elliott reported an owner having purchased the wrong fence stain color based on outdated information they found rather than referring to the District Design Guidelines. As such, the homeowner requested reimbursement of \$200 to recover the cost of the paint.

Following discussion and upon motion made by Director Strach, seconded by Director Grabinski, upon vote and unanimously carried, the Board denied reimbursement in the amount of \$200.

E. Pool Repairs/Damages Update

Manager Elliott stated that the details surrounding the unforeseen repairs to the pool area components discovered prior to opening have since been resolved, the details of which are reflected in the Management Report.

F. Discussion on Trash Enclosure

Manager Elliott reported that the bid(s) for installing a roof on the existing enclosure for the Clubhouse dumpster are still in progress and will be submitted to the Board once received.

G. Discussion on Safety and Loss Program

Manager Elliott reported that the District is eligible to apply for a grant from its insurance carrier in the amount of \$3451 for safety improvements. The camera installation cost to the District was \$2,736 and the cost to add mulch to the playground is \$1,768. Management will apply for the safety grant on behalf of the district and report back to the Board.

H. Pool Furniture Discussion

The District budgeted \$20,000 for pool maintenance/repair with having spent \$13,065 to date, just leaving under \$7000. Discussion was held regarding the purchase of chairs and umbrellas for the pool in addition to engaging a vendor to remove broken lounge chairs from the Clubhouse and pool area.

Following discussion and upon motion made by Director Strach, seconded by Director Grabinski, upon vote and unanimously carried, the Board approved purchasing lounge chairs and umbrellas for the pool area in an amount not to exceed \$2,500 and to have broken furniture removed/hailed away in an amount not to exceed \$300.

Teleos Software Upgrade Discussion – Smartwebs for Covenant/Design Review

District Manager Elliott reported that in order to facilitate Covenant Enforcement and Design Review processes, Teleos acquired new software system which maps the community, tracks violations and stores historical information per residence, for which Committee and Board members would be provided access. The system is anticipated to be operable by mid-July, the cost of which is \$.40 per homeowner per month.

Following discussion and upon motion made by Director Strach, seconded by Director Grabinski, upon vote and unanimously carried, the Board approved to activate the new software system for Whispering Pines to support Teleos in maintaining and tracking pertinent information pertaining for the administration of Covenant and Design Review processes.

I. Teleos Software Upgrade Discussion – AppFolio for Fine Assessment

District Manager Elliott reported needing a separate account in order to assess applicable fines to homeowners in the Teleos system, the cost of which is \$.70 per residence per month.

Following discussion and upon motion made by Director Kehoe, seconded by Director Grabinski, upon vote and unanimously carried, the Board approved Teleos implementation of AppFolio, approved Teleos to open a 1st Bank account for the purpose of collecting fines and approved an amendment to the Covenant Enforcement Resolution, to add a service fee of \$5.00.

J. Tree Viability Assessment/Replacement

The Board discussed Davey Tree's recommendation/proposal for replacement of 29 trees which did not survive, allegedly due to having either been overwatered or located in areas lacking irrigation, thus not having been watered at all. Davey Tree offered to replace 15 of the 29 non-viable trees at no cost to the District, and Davey Tree proposed to replace the remaining 14 of the 29 non-viable trees at the District's cost of approximately \$10,000.

Following discussion, the Board unanimously agreed to table a decision on the tree removal until the Board and management assess the situation in person to determine which of the non-viable trees they would like replaced and consider removing some of the trees altogether depending upon the irrigation status in the pertaining areas.

Further discussion followed on Management reaching out to Davey Tree for a spreadsheet and better map showing roads in the community. Directors Grabinski and Strach volunteered to visit the tree sites for assessment and to create a priority list of 15 trees based on tree health and location to be replaced by Davey Tree.

K. HVAC/Plumbing Maintenance Agreement

Following discussion and upon motion made by Director Strach, seconded by Director Kehoe, upon vote and unanimously carried, the Board approved MTech Mechanical's Preventative Maintenance Service Agreement in the amount of \$7,047 for the initial visit and \$1,761.75 quarterly thereafter.

L. Upcoming Meeting Schedule

District Manager Elliott confirmed upcoming 2023 meetings as follows:

- Tuesday, August 15, 2023
- Tuesday, October 17, 2023
- Tuesday, November 28, 2023

All Directors of the new Board confirmed the above meeting dates work with their schedules.

VI. PUBLIC COMMENT

Attendees are given the opportunity to address the Board regarding District and community-related matters with each comment limited to three minutes.

Homeowner D. Shea clarified her comment regarding the tree map.

Further discussion followed on the improvements requested to Fultondale Court and East Mineral. The Board will visit the area.

VIII. ADJOURNMENT

With no further business having come before the Board, Director Grabinski adjourned the meeting at 9:10pm.


The foregoing minutes make up a true and correct copy of the record of proceedings of the regular meeting of the Board held on June 20, 2023, and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted by:

DocuSigned by:



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Board of Directors President


Secretary for the Meeting

RECORD OF PROCEEDINGS

REGULAR MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1 *Tuesday, April 18, 2023, via Zoom Videoconference*

ATTENDANCE:

A regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with applicable statutes of the State of Colorado, with the following directors present and acting:

Claude Selitrennikoff	(by videoconference)
David Collins	(by videoconference)
Dave Kitchel	(by videoconference)
Jeff Grabinski	(by videoconference)
Tim Strach	(by videoconference)

ADDITIONAL ATTENDEES (also by videoconference): Lisa Mayers, District Counsel, Spencer Fane LLP; Phyllis Brown, Community Resource Services of Colorado, District Accountant; Angela Elliott and Fallon Redmond, District Managers and Marlene Pappas, Teleos Management Group; Members of the public.

I. ADMINISTRATIVE MATTERS

A. Call to Order/Establish Quorum

The Board noted that a quorum was present for the purpose of conducting a meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 6:31pm.

B. Disclosure of Potential Conflicts of Interest

The Board noted that no disclosure statements were necessary. No additional conflicts were disclosed by the Board.

C. Approval of Agenda

The Board reviewed the proposed meeting agenda. Following discussion and upon motion made by Director Selitrennikoff, seconded by Director Collins, upon vote and unanimously carried, the Board approved the meeting agenda as presented.

D. Review/Approve Meeting Minutes - February 21, 2023; March 13, 2023

February 21, 2023: The Board reviewed the minutes of the regular Board meeting of the Whispering Pines Metropolitan District No. 1 Board of Directors on February 21, 2023. Following discussion and upon motion made by Director Collins, seconded by Director Selitrennikoff, upon vote and unanimously carried, the February 21, 2023, regular meeting minutes were constituted a true and correct record of the meeting proceedings and unanimously approved by the Board.

March 13, 2023: The Board reviewed the minutes of the special Board meeting of the Whispering Pines Metropolitan District No. 1 Board of Directors on March 13, 2023. Following discussion and upon motion made by Director Collins, seconded by Director Selitrennikoff, upon vote and unanimously carried, the March 13, 2023, special meeting minutes were constituted a true and correct record of the meeting proceedings and unanimously approved by the Board.

II. LEGAL MATTERS

A. Consider Adoption of Resolution Directing Surplus Funds to Reserves Fee
District Counsel Mayers discussed the amendment to the Prior Resolution Authorizing the Whispering Pines Metropolitan District #1 Development Fee to be deposited to the Reserve account.

Following discussion and upon motion made by Director Collins, seconded by Director Grabinski, upon vote and unanimously carried, the Board adopted the Resolution Directing Surplus Fund to Reserve Fees.

B. Election Results

District Counsel Mayers discussed the May 2, 2023, Election Cancellation and that the following owners were elected by acclamation to terms taking effect after May 2, 2023:

Tim Strach 2-year term until May 2025
Jeff Grabinski 2-year term until May 2025
Matt Kehoe 4-year term until May 2027
Vacant 4-year term until May 2027

Director Selitrennikoff and Director Collins thanked the above elected for serving.

III. BOND UPDATE

Directors Selitrennikoff and Collins discussed the team successfully closed the bonds on March 29, 2023, for an issuance of \$21,814,537.65. The team succeeded in forgiving debt over \$14M and the 2014C Bond. The 2017 bonds were retired and the district is now on a fixed payment for the next 30 years and the debt moil will decrease from 56 mills to an estimated 41 mills. Furthermore, the development fees will now to O&M and not debt retirement.

The Board of Directors thanked Directors Selitrennikoff and Collins on the great job and long hours to achieve a healthier financial state for the district and the taxpayers.

IV. FINANCIAL MATTERS

A. Review/Ratify Payment of Claims

The Board reviewed the Payment of Claims and acknowledged checks 3447 – 3479 totaling \$241,629.03 have been submitted, approved and paid.

Following discussion and upon motion made by Director Collins, seconded by Director Grabinski, upon vote and unanimously carried, the Board ratified the above payment of claims in the amount of \$241,629.03.

B. Review/Accept Financial Statement(s): February 28, 2023

District Accountant Brown summarized the financial statements as of February 28, 2023, for the Board. Following discussion and upon motion made by Director Collins, seconded by Director Strach, upon vote and unanimously carried, the Board accepted the financial statement as of February 28, 2023.

C. Cash flow position

The Board discussed the March 31, 2023, cash flow report and noted bank balances.

D. Discussion/Action Re: Signor for Banking

District Accountant Brown discussed the need for an additional approved signor on the Board, as Director Collins will no longer be a Director after May 2, 2023, and that the new approved signor must take oaths prior to engaging in any pertaining official action.

Following discussion and upon motion made by Director Grabinski, seconded by Director Kitchel, upon vote and unanimously carried, the Board appointed Director Strach as a signor for banking.

D. Discussion/Action Re: Second Bill Approver

Following discussion and upon motion made by Director Selitrennikoff, seconded by Director Collins, upon vote and unanimously carried, the Board appointed Director Strach as the second bill approver, following Director Kitchel.

IV. DIRECTOR MATTERS

A. Appointment of interim President Effective May 3, 2023

Following discussion, and upon motion made by Director Strach, seconded by Director Kitchel, upon vote and unanimously carried, the Board appointed Director Grabinski as the interim President after May 2, 2023, to serve until the next regular meeting.

B. Discuss Removal of District Managed Email/Archiving Email Records

Manager Elliott will put Director Collins in contact with the webmaster so that all emails are archived. Director Selitrennikoff will also need to be removed from DOLA website.

C. Buildout Committee Report by Director Kitchel

Director Kitchel discussed turnover from Lennar to District is in progress and the District will need to hire a consultant to review the turnover.

C. Operations Committee Report by Director Grabinski

Director Grabinski reported a lot needs to be done prior to the pool opening for the season and that he would report back with further detail as the time gets closer.

D. Covenant Enforcement Committee Report by Director Strach

Director Strach reported that the CEC meets the Tuesday following the routine Covenant Inspections in order to remain in accordance with the Covenant Enforcement Policy and keep record of the most accurate, up-to-date information.

E. **Design Review Committee Report by Rita Cuthbertson and Kelly Ellis**
Committee members discussed a handful of applications have been approved and a few still on the table for additional information.

a. **Variance Request from 7992 S. Langdale Way regarding Pickleball court installation outside of the approved parameters set forth in the Design Review Guidelines.** Discussion followed on the pickleball court on side of home and was denied because it is not allowed in front yard and exceeds the square footage side.

Following discussion, upon polling of the Board of Directors, the variance for the pickleball court was unanimously denied.

G. **Planning Committee Report by Director Kitchel**

Direct Kitchel provided his thoughts regarding the proposed option to remove the dumpster and enclosure from the Clubhouse due to ongoing trash/pest issues and stated his expectation to be a lot of push back from community residents. Managers Elliott and Redmond reported their solicitation for vendor to add a roof to the existing enclosure to deter loose and bagged trash from being able to be thrown over the top of the enclosure, the bids of which will be forwarded to the Board for review upon receipt.

F. **Holiday Carriage Rides** - Manager Elliott on behalf of Kelly Ellis

Following discussion and upon motion made by Director Selitrennikoff, seconded by Director Collins, upon vote and unanimously carried, the Board approved Teleos and Ms. Ellis to perform administrative tasks as necessary to book carriage rides for the holidays.

V. **MANAGEMENT MATTERS**

A. **Management Report December through April 12, 2023**

Managers Elliott and Redmond discussed items included in the Manager's Report for December 2022 - April 2023 and had no questions/comments.

B. **Consideration of Mulching Bid**

Manager Elliott discussed the various mulching bids received and reported that \$23,184 is the proposed cost to mulch the remaining open areas and the additional cost to include 2 bids for the playground areas are \$1768 and \$2028 (\$3,796 total). An estimated cost to top dress the entire community next year is \$70,000. Manager Elliott will contact BV at the direction of the Board, should they determine that Phase 1 completed last year needs raking/turning over (\$25k Budget).

Following discussion and upon motion made by Director Selitrennikoff, seconded by Director Kitchel, upon vote and unanimously carried, the Board approved the mulching bids in the amount of \$24,952 (Remainder of open space areas and clubhouse playground mulch), to be completed prior to the start of the fencing project.

C. Discussion/Action Re: Community Fence Staining/Repair Bids

Manager Elliott discussed 2 of 4 requested bids received, the scope of which is intended to cover all of Sampson Gulch Way and Filing 1 fences. The 2 pending bids will be discussed once received, and Managers Elliott and Redmond will meet on-site to better detail and mark the areas for Phase 1 along Samson Gulch Way and Filing 1, pending any alternate suggestions by the Board. The Board agreed with the planned action by Teleos and will await additional detail and information regarding moving forward, keeping in mind that they have agreed to include power washing in the scope.

D. Discussion Re: Security Cameras

Discussion was held/continued regarding security camera replacement/potential upgrade based on bids and reports submitted/presented to the Board by Management for consideration.

Following discussion and upon motion made by Director Selitrennikoff, seconded by Director Collins, upon vote and unanimously carried, the Board approved the purchase of security cameras in an amount not to exceed \$3,500, and to engage a 3rd party support company for software and technical support if needed.

E. Consider TCW as Colorado Special District Pool Insurance Broker

Manager Elliott discussed current and ongoing plumbing issues with the clubhouse and the need to hire a broker to guide the district if claims should be filed.

Manager filed Water Leak Adjustment with the City of Aurora past the due date (90 days) of filing claims which is currently pending a response.

Following discussion, the Board unanimously agreed to table a decision on engaging an insurance broker until August or October meeting when insurance renews.

VI. PUBLIC COMMENT

Public Comment allows members of the public to briefly express views to the Board of Directors regarding district and community related matters, comments of which are limited to three minutes per person.

- Dale Hutchinson – Mr. Hutchinson suggested offering vendor services to homeowners for fence work in conjunction with the Community Fencing Project. He also thanked members of the Board whose terms are expiring for their service on the Board of Directors and representation of the district and community.
- Karl Kash – Homeowner Kash expressed his thoughts regarding the new Board members having big shoes to fill and reported Directors whose terms are expiring to have done a great job serving on the Board and thanked them for their professionalism throughout the transition process onto the Board and throughout their Director terms.

VII. OTHER BUSINESS

- Claude Selitrennikoff – Director Selitrennikoff reported being honored to have served on the Board of Directors for the past 3 years and thanked DRC and CEC

members for their services on their respective committees and representation of the district and community.

- Jeff Grabinski – Director Grabinski thanked Director Collins and Director Selitrennikoff for their services on the Board and their representation of the district and community

VIII. ADJOURNMENT

With no further business having come before the Board of Directors at this time and upon motion made by Director Selitrennikoff, seconded by Director Collins, upon vote and unanimously carried, the meeting was adjourned at 8:21pm.

The foregoing minutes constitute a true and correct copy of the record of proceedings of the regular meeting of the Board held on April 18, 2023, and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted,

DocuSigned by:
Jeff Grabinski

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President

Angela Elliott

Secretary for the Meeting

RECORD OF PROCEEDINGS

REGULAR MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1

Tuesday, February 21, 2023, at 6:30pm via Zoom videoconference

ATTENDANCE:

A regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, 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 via Zoom video conference:

Claude Selitrennikoff	President
David Collins	Treasurer
Jeff Grabinski	Asst. Secretary
Tim Strach	Asst. Secretary
David Kitchel	Asst. Secretary

Also present via Zoom videoconference/phone: Lisa Mayers, District Counsel, Spencer Fane LLP; Phyliss Brown, Community Resource Services of Colorado, District Accountant; Greg Livin, WIPFLI; Angela Elliott, District Manager and Fallon Redmond, Community Manager, and Marlene Pappas, hosting of Teleos Management Group; Rita Cuthbertson, Design review Committee; members of the public.

I. ADMINISTRATIVE MATTERS

A. Call to Order

The Board noted that a quorum was present for the purpose of conducting the meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 6:30pm.

B. Disclosure of Potential Conflicts of Interest

The Board noted that no disclosure statements were necessary, and no additional conflicts were disclosed.

C. Approval of Agenda

The Board reviewed the proposed Agenda. Following discussion and upon motion duly made by Director Kitchel, seconded by Director Strach and unanimously carried, the Board approved the meeting agenda as presented.

D. Review/Approve Minutes - December 7, 2021, Regular Meeting

The Board reviewed the regular meeting minutes of December 7, 2022.

Following discussion and upon motion duly made by Director Grabinski, seconded by Director Strach and unanimously carried, the Board approved the Minutes of the special meeting of the Board of Directors of the Whispering Pines Metropolitan District No. 1 held

on December 7, 2022, and authorized Director Selitrennikoff to execute the Minutes as constituting a true and correct record of the proceedings of the meeting.

II. **LEGAL MATTERS**

A. Amendment to Resolution Regarding District Development Fee

District Counsel Mayers discussed amendment to the previously adopted Resolution Regarding Authorization of the Whispering Pines Metropolitan District No.1 Development Fee from being deposited into the Reserve Account to depositing into the Operating account. The fee will be allocated for Maintenance expenses.

Following discussion, upon motion duly made by Director Strach, seconded by Director Collins and unanimously carried, the Board adopted the Resolution Amending the Prior Resolution Authorizing the Whispering Pines Metropolitan District No. 1 Development Fee to be deposited into the Operating account and allocated for Maintenance expenses.

B. Resolution Authorizing Payment to Terminate 2014C Developer Bonds

District Counsel Mayers discussed Resolution Authorizing Payment of \$140,000 to Terminate the 2014C Developer Bonds.

Following discussion and upon motion duly made by Director Strach, seconded by Director Collins and unanimously carried, the Board ratified adoption of the Resolution Authorizing Payment to Terminate 2014C Developer Bonds.

C. Bond Update.

The Board thanked Greg Livin of WIPFLI and District Accountants for the timely turnover of the 2022 audit. The bond team has a meeting on February 23rd, and will continue to monitor the best time to refinance.

III. **FINANCIAL MATTERS**

A. Review/Ratify Payment of Claims

The Board reviewed the Payment of Claims, check numbers 3402-3406 totaling \$22,361.21 have been approved and paid.

Following discussion and upon motion duly made by Director Collins, seconded by Director Selitrennikoff, upon vote and unanimously carried, the Board ratified the above payment of claims in the amount of \$22,361.21.

B. Cash Flow Position:

Discussion followed on January 31, 2022, flow report and noted bank balances. District Accountant noted that the district should have carried over funds sufficient to pay invoices through first quarter.

C. Public Hearing – Consider Adoption of 2022 Budget Amendment

Upon motion duly made by Director Grabinski, seconded by Director Kitchel, upon vote and unanimously carried, the Board opened the Public Hearing.

District Account Brown presented the proposed amendment to the 2022 Budget to reflect reallocation of the Capital Fund from \$0 to \$466,000. Hearing no comments from the public and upon motion duly made by Director Strach, seconded by Director Grabinski, upon vote and unanimously carried, the Board closed the Public Hearing.

Following discussion and upon motion duly made by Director Collins, seconded by Director Grabinski, upon vote and unanimously carried, the Board adopted the Resolution Regarding Amendment of the 2022 Capital Fund Budget, reflecting \$466,000.

D. Review/Consideration of 2022 Audit Report Acceptance

Greg Livin, WIPLFI, presented and discussed the 2022 audit draft.

Following discussion, upon motion duly made by Director Collins, seconded by Director Kitchel, upon vote and unanimously carried, the Board accepted the 2022 audit as presented and will obtain signature(s) for execution/submission of Representation Letter.

IV. DIRECTOR MATTERS

A. Buildout Committee Report – Director Kitchel

Director Kitchel reported that there are no updates as of the meeting.

B. Operations Committee Report - Director Grabinski

Discussion regarding unwinterized plumbing components, community fence painting project bids to be received in the spring.

Discussion followed on value of claim versus increase in future insurance premium regarding unwinterized plumbing line break.

C. Covenant Enforcement Committee (CEC) Report - Director Strach

On behalf of the Covenant Enforcement Committee, Director Strach provided a summary of their meeting with Teleos on February 22, 2023 and meeting with the committee, including plans to update the data fields, communications and plans to set up scheduled meetings for the year. The committee indicated any interested parties to serve on the committee should contact the management company. Having no further discussion, the Board thanked the Covenant Enforcement Committee for their service.

D. Design Review Committee (DRC) Report – Rita Cuthbertson/Kelly Ellis

Committee members Cuthbertson and Ellis reported that there has been minimal Design Review applications submitted since the last meeting, and the Board thanked the Design Review Committee for their service.

E. Planning Committee Report – Director Kitchel

On behalf of the Planning Committee, Director Kitchel discussed ongoing issues with lack of trash service from Waste Management and plans to obtain trash service bids from other vendors to be presented to the Board for consideration at the next meeting.

Following discussion surrounding community trash issues and suggestions from members in attendance, the Board thanked the Planning Committee for their service and homeowner Dale Hutchinson offered his services on reviewing the trash bids as the previous board member in the last review of trash bids.

V. MANAGEMENT MATTERS

A. Management Report - December 7 through February 12, 2023

Teleos Management distributed their report containing action items since the last Board meeting. Discussion followed on removing wooden posts from community trees and consideration of additional community tree replacements. There were no other items discussed.

B. Consideration/Approval of 2023 Posting Place

Manager Elliott discussed Statute requirement that at a District's first meeting of the year, the Board of Directors must designate the 24-hour posting location of meetings. The designated 24-hour posting location is on the website at: <https://whisperingpinesdistrict.com> twenty-four hours in advance. In the event the District is unable to post notice on the District's website, the designated posting location will be the main gate to the Clubhouse at 8030 S. Sampson Gulch Way.

Following discussion, upon motion duly made by Director Collins, seconded by Director Grabinski, upon vote and unanimously carried, the Board approved the Designated 24-hour Posting Location on the website.

C. Consideration/Approval of Spring Tree Pruning Vendor

The Board discussed bids received for community tree pruning, and potential small-scale tree replacement as needed.

Following discussion and upon motion made by Director Kitchel, seconded by Director Grabinski, upon vote and unanimously carried, the Board approved Davey Tree's pruning bid provided that a change order be submitted for approval of more than the 22 trees reflected in the bid require pruning. Director Selitrennikoff recused himself.

D. Potential Security Camera Replacement/Upgrade

The Board discussed bids received for potential replacement/upgrading of existing security cameras due to the low-resolution visibility to hold parties in violation responsible for infractions caught under surveillance.

Manager Elliott will forward the spreadsheet reflecting camera bid comparisons to the Board, attention Directors Grabinski and Kitchel, for review and direction to be given at the April meeting.

VI. PUBLIC COMMENT

This is an opportunity for members of the public to address the Board regarding district related matters, comments of which are limited to three (3) minutes per person.

- Janet Elliott, 7939 S. Jackson Gap St., expressed concern regarding the prior discussion surrounding removal of the dumpster at the Clubhouse due to rental and event activity.

VII. OTHER BUSINESS

C. Upcoming Meeting(s)

The next regular Board of Directors District meeting is scheduled for April 18, 2023, at 6:30pm via Zoom video conference.

VIII. ADJOURNMENT

There being no further business having come before the Board of Directors at the time of this meeting and upon motion duly made, seconded, and unanimously carried, the meeting was adjourned at 7:45pm.

The foregoing Minutes constitute a true and correct copy of the minutes of the regular meeting held on February 21, 2023, and were approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted,

DocuSigned by:

Claude Selikennikoff

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President

Janet Elliott

Secretary for the Meeting