

**MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF WINTER FARM METROPOLITAN DISTRICT NO. 2**

Monday, March 19, 2018 at 6:00 p.m.
Windsor Community Recreation Center - Maple Room
250 N. 11th Street, Windsor, CO 80550

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors were in attendance:

Bryan Wischer, President
Lee Grasmick, Treasurer
David Olson, Secretary
Preston Pierson, Assistant Secretary

Directors absent and excused:
None

Also present: Danaly Howe and Tisha Higgins, Centennial Consulting Group, LLC, District Manager; Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, General Counsel;

Also present via teleconference: William P. Ankele, Jr., Esq., White Bear Ankele Tanaka & Waldron, General Counsel;

Steve Kannenberg, Don Douglas and Richard Duckworth, members of the public

Call to Order

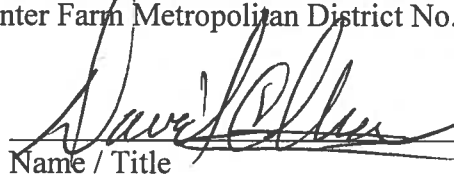
Ms. Howe noted that a quorum of the Board was present, and therefore called the meeting of the Winter Farm Metropolitan District No. 2 to order. The Board of Directors introduced themselves to the public.

Disclosure Matters

The Board discussed that pursuant to Colorado law, certain disclosures of potential conflicts of interest by the directors may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Director confirmed the contents of any written disclosure previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the Directors present was necessary to obtain a quorum or otherwise enable the Board to act.

Approval of Agenda	Upon motion made by Director Wischer, seconded by Director Grasmick and unanimously carried, the Board approved the Agenda and as presented.
Public Comment	Mr. Kannenberg expressed his interest in joining the Board of Directors.
Approval of Minutes	Deferred.
Discussion regarding District Financial Reserves and District Operations	The Board discussed the Intergovernmental Agreement Concerning District Operations with Winter Farm Metropolitan District No. 1 ("Operations Agreement") and the process to terminate the Agreement. Mr. White and Mr. Ankele described the requirements for terminating of the Operations Agreement.
Executive Session under Section 24-6-402(4)(b) and (e), C.R.S.	<p>Pursuant to Sections 24-6-402(4)(b), C.R.S., upon motion duly made and duly seconded and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 6:47 p.m. for the purpose of conferring with legal counsel to receive legal advice as authorized by Section 24-6-402(4)(b), C.R.S.</p> <p>The Board reconvened in regular session at 8:00 p.m.</p> <p>Following the executive session, the Board authorized Legal Counsel to prepare the 90-day notice to Winter Farm Metropolitan District No. 1 terminating the Operations Agreement.</p>
Other Business	<p>Following discussion, upon motion made by Director Grasmick, seconded by Director Pierson and unanimously carried, the Board approved the establishment of District No. 2 bank accounts, and authorized Director Wischer and Director Grasmick as signers on the account.</p> <p>The next meeting of the Board of Directors will be held on Monday, April 16, 2018 at 6:00 p.m. at the Windsor Community Recreation Center.</p>
Adjournment	Upon motion made by Director Wischer, seconded by Director Pierson and unanimously carried, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the Minutes of the March 19, 2018 Special Meeting of the Board of Directors of the Winter Farm Metropolitan District No. 2.


Name / Title SECRETARY

The foregoing minutes were approved on the 16 day of April, 2018.

**Attorney Statement
Regarding Privileged Attorney-Client Communication**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing the Winter Farm Metropolitan District No. 2, I attended the executive session on March 19, 2018, for the sole purpose of providing legal advice pursuant to Section 24-6-402(4)(b), C.R.S. I further attest that it is my opinion that a portion of the executive session discussion constituted attorney-client privileged communication as provided by Section 24-6-402(4)(b), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required by be kept pursuant to §24-6-402(2)(d.5)(II)(B), C.R.S.

Zachary P. White, Esq.
General Counsel
Winter Farm Metropolitan District No. 2