

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

Thursday, March 25, 2021 at 6:00 p.m.  
Meeting Held Via Zoom Video Conferencing

- 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  
Preston Pierson, Secretary  
Elizabeth Clark, Treasurer
- Directors absent and excused:  
None
- Also present: Andrea Weaver and Nikolas Wagner, Centennial Consulting Group, LLC.; Zachary White (via teleconference), White Bear Ankele Tanaka & Waldron;
- One member of the public: Don Douglas
- Call to Order
- Mr. Wagner noted that a quorum of the Board was present, and therefore called the meeting of the Winter Farm Metropolitan District No. 2 (the “District”) to order.
- Disclosure Matters
- Mr. Wagner advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Wagner reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Board at least 24 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Wagner inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.
- Approval of Agenda
- Following review, upon motion made by Director Wischer, seconded by Director Pierson and unanimously carried, the Board approved the Agenda as presented.

Public Comment

Members of the Public present made the following comments:

Don Douglas expressed concerns regarding open space damages caused by Midian.

Approval of Consent Agenda

The Board reviewed and considered approving the Consent Agenda, which included the following items:

- Consideration of Approval of minutes from the November 5, 2020 Special meeting
- Consider Adoption of Joint Resolution of the Board of Directors Designating the District's 24-Hour Posting Locations

Upon a motion by Director Pierson, seconded by Director Clark, and unanimously carried, the Board approved the proposed Consent Agenda as presented.

FINANCIAL MATTERS

Financial Statements

Ms. Weaver presented the unaudited financial statements for the period ending December 31, 2020 and the unaudited financial statements for the period ending February 28, 2021. Upon a motion by Director Wischer, seconded by Director Pierson, and unanimously carried, the Board approved the Unaudited Financial Statements for the Period Ended December 31, 2020 and the Unaudited Financial Statements for the Period Ended February 28, 2021.

The Board discussed payment of the remaining quarterly developer fees to complete payment of all debt by end of year. The Board discussed using tap fees and surplus to pay quarterly amounts and to pay the obligate amounts and reevaluate in November for the final payment.

The Board discussed reserves and a reserve study update. The Board expressed a desire to update the study 3 years after the initial study was completed.

Ratification of Payables for November 5, 2020 through March 24, 2021

Upon a motion by Director Clark, seconded by Director Wischer, and unanimously carried, the Board approved the Ratification of Payables for November 5, 2020 through March 24, 2021.

The Board discussed EFT payments for District No. 2 vendors. Following discussion, the Board directed Ms. Weaver to use EFT payments where possible.

## OPERATIONS MATTERS

### MANAGERS REPORT

Mr. Wagner provided an update to the Board that a contractor had been awarded the drainage grading project, and that the project was to be completed within the next month.

Mr. Wagner informed the Board the pest control measures for the District open spaces. Treatments are planned to be monthly for the spring and leading into the summer.

Mr. Wagner informed the Board that repairs for the pumphouse intake system is scheduled for the beginning of April and that water service for homeowners should begin on April 15, depending on weather.

The Board discussed the cleanliness of the canal interior.

Mr. Wagner informed the Board funds being held in escrow from Midian for outlot repairs due to construction damages to open space.

The Board discussed summer landscape projects with Mr. Wagner. The following possible projects were discussed:

- Sodding or seeding gravel half circle south of the canal on Sundance
- Readdressing burned turf at the Boxwood entrance
- Repairs to the south retention drainage area

### LEGAL MATTERS

Following consideration, Director Wischer made a motion to ratify the Independent Contractor Agreement with Roberts Excavation Corp for Excavation Services. Director Clark seconded, and the Board unanimously ratified the Independent Contractor Agreement with Roberts Excavation Corp for Excavation Services.

### OTHER BUSINESS

Mr. Wagner informed the Board that older physical District files were ready for disposal. Mr. White advised that his firm would send guidelines for file destruction for management to follow.

The Board discussed a third member for the DRC. Following discussion, Director Clark volunteered to be the Board representative to act as the third member of the DRC.

### 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 25, 2021 Special Meeting of the Board of Directors of the Winter Farm Metropolitan District No. 2.



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Preston Pierson, Secretary

The foregoing minutes were approved on the 3<sup>rd</sup> Day of June, 2021.