

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

Monday, April 16, 2018 at 6:00 p.m.
Windsor Community Recreation Center - Oak Room
250 N. 11th Street, Windsor, CO 80550

Attendance

The above referenced meeting of the Board of Directors (the "Board") of the Winter Farm Metropolitan District No. 2 (the "District") 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, Tisha Higgins, and John Paul Williams, Centennial Consulting Group, LLC; Carter Sekerak, Carter Lawn Care, LLC; Sparky Eikenberg, Dakota Water, LLC

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

Members of the public as referenced in the attached attendance sheet.

Call to Order

Ms. Howe noted that a quorum of the Board was present, and therefore called the meeting of the District to order. The Board introduced themselves to the public.

Disclosure Matters

Mr. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Howe reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Howe noted that a quorum was present and 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda	Upon motion made by Director Olson, seconded by Director Wischer and unanimously carried, the Board approved the Agenda and as presented.
Landscapers' Report	Mr. Sekerak and Mr. Eikenberg reported prairie dog activity in the District that will require intervention.
Public Comment	Members of the public gave the following comments to the Board: <ul style="list-style-type: none">- Communication from the District regarding meetings could be better.- Ms. Andrea Early expressed interest in filling the vacancy on the Board.- Concerns were expressed regarding trash and weeds along and in the canal.- Will there be a monument sign? It is not in the approved plans.- Interest in newsletters / social committees was expressed.- Concerns were expressed about mosquito control. Ms. Howe responded that this is a Town of Windsor responsibility.
Approval of Minutes	The Board reviewed and considered approving the minutes from the March 8, 2018 and March 19, 2018 meetings. Following discussion, upon a motion by Director Wischer, seconded by Director Olson and, upon vote, unanimously approved, the Board approved both meeting minutes as presented.
Financial Statements for the Period Ending March 31, 2018	Ms. Higgins presented for approval the financial statements for the period ending March 31, 2018. Following discussion, upon a motion by Director Wischer, seconded by Director Grasmick and, upon vote, unanimously approved, the Board approved the financial statements.
2017 Audit Update	The Board discussed the status of the 2017 Audit, which is expected to be complete by the end of May.
District No. 1 Operations & Administration Update	Mr. White discussed with the Board the status of termination of operations and administration with District No. 1. Mr. White indicated that the Notice of Termination of the Operating Agreement was sent to legal counsel for District No. 1 on March

26, 2018 and that we are awaiting response from District No. 1. Mr. White indicated that he and Mr. Ankele would start working with District No. 1 to determine what agreements need to be assigned to the District and would have discussions with District No. 1 about transitioning ownership of the non-potable water system to the District.

Manager's Report

Ms. Howe presented the Manager's Report to the Board. Mr. Sekerak and Mr. Eikenberg presented information regarding reseeding and the non-potable irrigation system, respectively.

Executive Session under Section 24-6-402(4)(b) and (e), C.R.S.

No executive session took place.

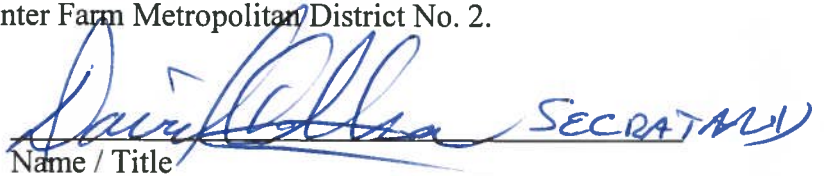
Other Business

The Board discussed the expected 2020 Ballot Measure for tax revenue for an elementary school near the District.

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 April 16, 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 7 day of AUGUST, 2018.