

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

Thursday, September 12, 2019 at 6:30 p.m.  
Windsor Community Recreation Center – Pine Room  
250 N. 11<sup>th</sup> 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  
Elizabeth Clark, Treasurer  
Preston Pierson, Assistant Secretary

Directors absent and excused:  
David Olson, Secretary  
Andrea Early, Assistant Secretary

Also present: Nikolas Wagner and Andrea Weaver, Centennial Consulting Group, LLC; Zachary P. White, Esq., White Bear White Tanaka & Waldron, General Counsel; Alan T. Matlosz, George K. Baum & Company

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

**Call to Order**                         Mr. White 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**                 Mr. White advised the Board 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 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.

Mr. White 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 Clark, seconded by Director Wischer and unanimously carried, the Board approved the Agenda.

Approval of Minutes The Board reviewed and considered approving the minutes from the August 22, 2019 special meeting. Following discussion, upon a motion by Director Clark, seconded by Director Pierson and, upon vote, unanimously approved, the Board approved the meeting minutes as presented.

Public Comment Members of the public gave the following comments to the Board:

- Commercial vehicles parking in neighborhood.
- Covenant enforcement and follow up of violations.
- Trash cans and letters of violation.
- Completion of landscaping in backyards.

The Board and Manager addressed these items in turn.

District Manager's Report Mr. Wagner presented the District Manager's report and discussed the current landscaping status.

Assignment and Assumption Agreement with Winter Farm Metropolitan District No. 1 The Board reviewed and considered ratifying the revisions to the previously approved Assignment and Assumption Agreement with Winter Farm Metropolitan District No. 1. Mr. White explained the purpose for the revisions was to align the timing of operations turn over with the actual transfer of property and improvements to the District. Following discussion, upon a motion by Director Pierson, seconded by Director Wischer and, upon vote, unanimously carried, the Board approved ratifying revisions to the previously approved the agreement.

Appointments to Design Review Committee The Board deferred appointments to Design Review Committee until a later date.

Status of Bank Accounts, Authorize Transfer of Funds to District No. 2 Accounts, and Designate Authorize Signers on District No. 2 Bank Accounts The Board considered the status of bank accounts, authorized the transfer of funds to District No. 2 accounts, and designated authorized signers on District No. 2 bank accounts. Following discussion, the Board designated the president and treasurer as the authorized signers on District No. 2 bank accounts.

Status of Bond Issuance Mr. Matlosz presented an update to the Board on the status of bond issuance, rating, pricing and closing matters. No action was needed.

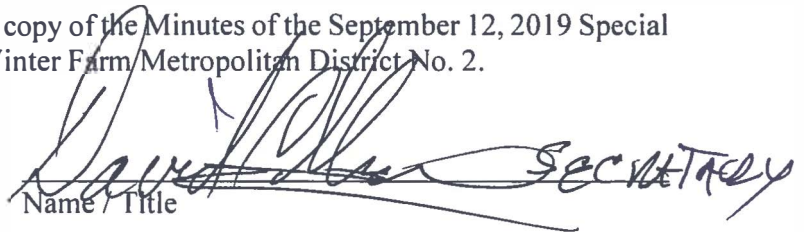
Public Hearing on Amended 2019 Budget Mr. Wisner opened a public hearing on the amended 2019 budget. Mr. White noted that notice of a public hearing on the 2019 budget was published as required by statute and no comments had been received to date. There were no comments from the public to the amended 2019 budget and the public hearing was closed. Ms. Weaver presented the details of the 2019 budget amendment and the purpose for amending the budget. Following discussion, upon a motion by Director Clark, seconded by Director Wischer and, upon vote, unanimously carried, the Board adopted the resolution amending the 2019 budget.

Preliminary 2020 Budget Discussion The Board briefly reviewed a preliminary 2020 budget and discussed that the budget process would include more decisions in 2019 related to services provided in the District as it assumes operation and maintenance obligations. The Board directed the District Manager to acquire bids for landscape maintenance services from Carter's Lawn Care and Environmental Landworks.

Other Business The Board discussed a request for installation of monument signs. These matters may be taken up by the Board at a later date once the reserves are replenished.

Adjournment Upon motion made by Director Clark, seconded by Director Wischer and unanimously carried, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the Minutes of the September 12, 2019 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 11<sup>th</sup> day of December, 2019.