

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

Thursday, November 3, 2022 at 6:30 p.m.
Meeting Held at Windsor Recreation Center, Maple Room
250 11th St, Windsor, CO 80550
&
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:
- Preston Pierson, Secretary
Bryan Wischer, President
Christopher Brooks, Treasurer
Paul Korte, Assistant Secretary
- Directors absent and excused:
None.
- Also present:
Nikolas Wagner, Centennial Consulting Group, LLC
One (1) Homeowner: Bryson Baker
- 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 at 6:31 p.m.
- 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 Brooks, seconded by Director Korte and unanimously carried, the Board approved the Agenda as presented.

Public Comment

None.

Approval of Consent Agenda

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

- Consider Approval of minutes from the September 9, 2022, Special Meeting
- Consider Adoption of 2023 Annual Administrative Resolution

Upon a motion by Director Wischer, seconded by Director Brooks, and unanimously carried, the Board approved the proposed Consent Agenda subject to revisions for consistency.

- Consider Ratification of Acceptance of 2021 Audit

Following discussion of physical property owned by the District and the Colotrust funds held by District No. 1, upon a motion made by Director Pierson, seconded by Director Wischer, and upon vote unanimously carried, the Board Ratified the Acceptance of the 2021 Audit.

INSURANCE MATTERS

Consider Approval of Property and Liability Schedule and Limit

Following a review of the Property Schedule, upon a motion made by Director Pierson, seconded by Director Wischer, and upon vote unanimously carried, the Board the Property and Liability Schedule and Limit.

Consider Approval of Renewal of Special District Association of Colorado Membership for 2023

Following discussion, upon a motion made by Director Wischer, seconded by Director Brooks, and upon a vote unanimously carried, the Board approved the Renewal of Special District Association of Colorado Membership for 2023.

Consider Approval of Exclusion for Workers' Compensation Coverage

Following discussion, upon a motion made by Director Brooks, seconded by Director Wischer, and upon a vote unanimously carried, the Board approved the Exclusion for Workers' Compensation Coverage.

LEGAL MATTERS

Consider Adoption of Resolution Calling the May 2, 2023, Election

Designation of Method for Providing Notice of Call for Nominations.

Following discussion, upon a motion made by Director Brooks, seconded by Director Wischer, and upon a vote unanimously carried, the Board adopted the Resolution Calling the May 2, 2023,

Election, and designated the Method for Providing Notice of Call for Nominations by either posting on the District's website or by publication.

FINANCIAL MATTERS

Financial Statements	Following review and discussion, upon a motion by Director Wischer, seconded by Director Korte, and unanimously carried, the Board approved the Unaudited Financial Statements for the Period Ended September 30, 2022.
Consider Ratification of Payables for the Period August 26, 2022, through October 28, 2022	Following discussion, upon a motion made by Director Pierson, seconded by Director Wischer, and upon a vote unanimously carried, the Board Ratified the Payables for the Period August 26, 2022, through October 28, 2022.
Conduct Public Hearing on 2022 Budget Amendments and Consider Adoption of Resolutions Amending 2022 Budget	Not necessary.
Conduct Public Hearing on 2023 Budgets and Consider Adoption of Resolution Adopting 2023 Budget, Imposing Mill Levy and Appropriating Funds	<p>Director Wischer opened public comment, having heard no comments from the public, Director Wischer closed public comment.</p> <p>Mr. Wagner presented the 2023 Budgets and Consider Adoption of Resolution Adopting 2023 Budget, Imposing Mill Levy and Appropriating Funds. Following discussion, upon a motion made by Director Brooks, seconded by Director Wischer, and upon a vote unanimously carried, the Board approved the 2023 Budgets and Consider Adoption of Resolution Adopting 2023 Budget, Imposing Mill Levy and Appropriating Funds.</p>
Discuss and consider authorizing board member to engage independent CPA to prepare 2022 Audit	Following discussion, upon a motion made by Director Wischer, seconded by Director Korte, and upon a vote unanimously carried, the Board authorized either the President or the Treasurer to engage the independent CPA to prepare the 2022 Audit.
Conduct Hearing for Delinquent Non-Potable Water Accounts. Consider Adoption of Resolution Certifying Delinquent	Director Wischer opened public comment, having heard no comments from the public, Director Wischer closed public comment.

Accounts to Weld County
Treasurer

Following discussion, upon a motion made by Director Pierson, seconded by Director Wischer, and upon a vote unanimously carried, the Board approved the Resolution Certifying Delinquent Accounts to Weld County Treasurer.

OPERATIONS MATTERS

Discuss Bids for 2023
Landscape Maintenance
Services

Following discussion, upon a motion made by Director Wischer, seconded by Director Brooks, and upon a vote unanimously carried, the Board authorized Director Korte to review and approve Bids for 2023 Landscape Maintenance Services.

Discuss and Consider
Agreement for Management
Services for 2023 with
Centennial Consulting
Group

Following discussion, upon a motion made by Director Wischer, seconded by Director Pierson, and upon a vote unanimously carried, the Board approved the Agreement for Management Services for 2023 with Centennial Consulting Group, subject to review and amendments made by Director Brooks.

Discuss and Consider
Native Area Overseeding

Following discussion, upon a motion made by Director Wischer, seconded by Director Pierson, and upon a vote unanimously carried, the Board appointed Director Pierson to work with Mr. Wagner on the scope of work for native area overseeding.

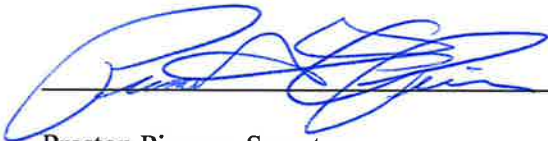
OTHER BUSINESS

None.

ADJOURNMENT

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

The foregoing constitutes a true and correct copy of the Minutes of the November 3, 2022 Special Meeting of the Board of Directors of the Winter Farm Metropolitan District No. 2.



Preston Pierson, Secretary