

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

Tuesday, December 6, 2016 at 6:30 p.m.
Windsor High School - Cafeteria
1100 Main 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
Preston Pierson, Assistant Secretary

Directors absent and excused:
David Olson, Secretary

Also present: Tisha Higgins, John Paul Williams and Danaly Howe, Centennial Consulting Group, LLC.

Present via teleconference: William P. Ankele*, White Bear Ankele Tanaka & Waldron P.C., *present only where indicated

Call to Order

Director Wischer noted that a quorum of the Board was present, and therefore called the meeting of the Winter Farm Metropolitan District No. 2 to order.

Disclosure Matters

The Board discussed that pursuant to Colorado law, certain disclosures 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 Grasmick, seconded by Director Pierson and unanimously carried, the Board approved the Agenda as presented.

Public Comment

There were no members of the public present.

Election of Officers	Following discussion, upon motion made by Director Grasmick, seconded by Director Pierson and unanimously carried, the Board elected Director Wischer as President.
November 9, 2016 Special Meeting Minutes	Deferred.
Financial Matters	
Acceptance of Financials	Ms. Higgins presented the unaudited financial statements for the period October 31, 2016.
2016 Budget Amendment	Ms. Higgins presented the 2016 Amended Budgets to the Board. Upon motion made by Director Grasmick, seconded by Director Wischer and unanimously carried, the Board opened a public hearing for the 2016 Amended Budgets. Hearing no public comments, upon motion made by Director Grasmick, seconded by Director Wischer and unanimously carried, the public hearing was closed. Following review and discussion, upon motion made by Director Grasmick, seconded by Director Wischer and unanimously carried, the Board approved the 2016 Amended Budgets, adopted the 2016 Budget Amendment Resolution and appropriated funds.
2017 Budget Adoption*	Ms. Higgins presented the 2017 Budgets to the Board. Upon motion made by Director Wischer, seconded by Director Grasmick and unanimously carried, the Board opened a public hearing for the 2017 Budgets. Hearing no public comments, upon motion made by Director Wischer, seconded by Director Grasmick and unanimously carried, the public hearing was closed. Following review and discussion, upon motion made by Director Wischer, seconded by Director Grasmick and unanimously carried, the Board approved the 2017 Budgets, adopted the 2017 Budget Resolution, appropriated funds and authorized tax levies for collection, subject to mill levy revisions as required by the loan agreement documents and revisions by legal counsel.
Additional Business	
2017 Annual Administrative Resolution	Following review and discussion, upon motion made by Director Wischer, seconded by Director Pierson and unanimously carried, the Board adopted the 2017 Annual Administrative Resolution.
Adjournment	Upon motion made by Director Wischer, seconded by Director Grasmick and unanimously carried, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the Minutes of the December 6, 2016 Special Meeting of the Board of Directors of the Winter Farm Metropolitan District No. 2.



Preston Pierson, Assistant Secretary

The foregoing minutes were approved on the 9 day of March, 2017.