

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

Thursday, August 25, 2016  
Windsor Fire Station #1  
100 North 7<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:

Jerry Hinde, President  
Bryan Wischer, Vice President  
Lee Grasmick, Treasurer (\*via teleconference, joining where indicated)  
David Olson, Secretary  
Preston Pierson, Assistant Secretary/Treasurer

Directors absent:

None

Also in attendance:

Tisha Higgins, John Paul Williams, Danaly Howe, and Krysta Medlock  
Centennial Consulting Group, LLC

Members of the public:

Allyn Herrington, Don and Joyce Sanger

**Call to Order**            Director Hinde noted that a quorum of the Board was present, and therefore called the Special 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 Wischer, seconded by Director Olson and unanimously carried, the Board approved the Agenda as amended.

Appointment of Officers*	<p>Upon completion of the Oath of Office by Preston Pierson and completion of the Certificate of Appointment by Director Hinde, Director Pierson was appointed to the Board. Upon motion made by Director Olson, seconded by Director Wischer and unanimously carried Director Pierson was appointed Assistant Secretary / Assistant Treasurer.</p> <p>Director Grasmick joined the meeting via teleconference.</p>
Public Comment	<p>Public comment was made regarding:</p> <ul style="list-style-type: none"> <li>• District 1 vs. District 2 responsibilities. District 2 would like to see District 1 take a more active role in operations moving forward</li> <li>• Contracts for District 2, specifically the landscape contract and snow removal details</li> <li>• Damage to green space</li> </ul>
Approval of June 30, 2016 Special Meeting Minutes	<p>Ms. Howe presented the June 30, 2016 Special Meeting Minutes. Upon motion made by Director Wischer, seconded by Director Olson and unanimously carried, the Board approved minutes.</p>
Financial Matters	
July 31, 2016 Financial Statements	<p>Ms. Higgins presented the unaudited financial statements for the period July 31, 2016. Upon motion made by Director Hinde, seconded by Director Wischer and unanimously carried, the Board accepted the July 31, 2016 unaudited financial statements.</p> <p>Ms. Higgins will begin sending monthly financial statements to District 2.</p>
Compass Loan Agreement	<p>Discussion deferred.</p>
District Business	
Landscaping	<p>Ms. Howe presented discussion including update on Phase 2 maintenance and warranty:</p> <ul style="list-style-type: none"> <li>• Mr. Williams reported that curb stops will no longer be installed. This will require a ball valve by the meter. Mr. Williams will communicate with CLC Landscape and Irrigation to complete and audit and a standard process.</li> <li>• Mr. Williams stated he will be sending refuse bill to St. Aubyn for overflow encroaching by reservoir.</li> <li>• Mr. Williams reported on pump house security. It was suggested that fencing or a gate is installed.</li> <li>• Send meter tracking to District 2.</li> <li>• The Board discussed the greenspace watering schedule.</li> <li>• The Board expressed concern over weeds in phase 2.</li> </ul>

- Director Pierson will be receiving tour of pump area from Director Wischer.

#### Sprinkler Repairs

The Board agreed to the sprinkler repair estimate from CLC Landscape and Irrigation pending approval from District 1. Director Hinde suggested preventatively replacing 5-6 sprinkler heads per month to get the sprinkler system up-to-date.

The Board discussed the need for authorization by District 1 for management to authorize spending on urgent or emergency expenses.

#### 2017 Budget Items

The Board agreed to add the payment portal Caliber for \$10/month pending approval from District 1.

The Board discussed one contracted landscaping company for the entirety of the Districts, especially District 2 (Phase 1 and 2) from Carter's, Mill Brothers, Southern Exposure, Alpine, etc. with details and breakdown of cost for snow removal, sprinkler repair, tree replacement, drain pan clean out, etc. Ms. Howe will collect quotes for 2017 landscaping and snow removal. Mr. Herrington requested to be given a copy of the RFP to bid on.

Director Hinde requested the addition of a third pump in Fall 2016 or Spring 2017 preemptively prior to many new home builds. When a third pump is added additional security measures may be necessary to secure wells and pump house pending approval from District 1.

#### Next Meeting

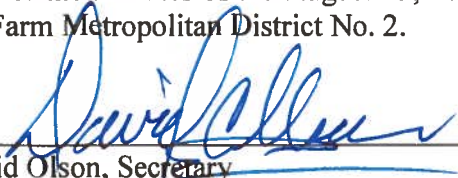
The following meetings were discussed:

- The next regular meeting is Tuesday, November 8, 2016 at 6:00 p.m.
- The Board would like to schedule a meeting the 2<sup>nd</sup> week in October.
- Director Wischer mentioned at this time it would be best to schedule a meeting in September with committees of District 1 and District 2 to create more effective communication and discuss operations. Director Hinde and Director Wischer volunteered to be in attendance.

#### Adjourn

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

The foregoing constitutes a true and correct copy of the Minutes of the August 25, 2016 Special Meeting of the Board of Directors of the Winter Farm Metropolitan District No. 2.

  
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David Olson, Secretary

The foregoing minutes were approved on the 9<sup>th</sup> day of November 2016.