

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

Tuesday, August 7, 2018 at 6:00 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  
David Olson, Secretary  
Elizabeth Clark, Treasurer  
Preston Pierson, Assistant Secretary  
Andrea Early, Assistant Secretary

Directors absent and excused:  
None

Also present: Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, General Counsel; Danaly Howe, Emily McIntyre, and Andrea Weaver, Centennial Consulting Group, LLC; Carter Sekerak, Carter Lawn Care, LLC

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

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

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**Call to Order**

Ms. Howe 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. 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 Pierson and unanimously carried, the Board approved the Agenda and as amended.

Appointment of Vacancies,  
Administering of Oaths                      The Board discussed appointing directors to fill the vacant positions on the Board. Mr. Wischer, Ms. Early and Ms. Clark expressed interest in filling the vacancies on the Board. Following discussion, Director Olson made a motion to appoint the three nominees to the Board. Director Pierson seconded, and the motion was unanimously approved.

Appointment of Officers                      Following discussion, Director Olson made a motion to appoint the slate of officers as follows:

Bryan Wischer, President  
David Olson, Secretary  
Elizabeth Clark, Treasurer  
Preston Pierson, Assistant Secretary  
Andrea Early, Assistant Secretary

Director Wischer seconded, and the motion was unanimously approved.

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

- Open space mowing and weed control could be better. Mice are becoming a problem. Owners are cutting areas adjacent to their properties.
- Covenant enforcement, landscape deadlines and watering schedule violations. Model homes are not following the watering schedule.
- Earlier communication when water will be shut off. Consider a water conservation policy.
- Dead common areas trees

The Board and Manager addressed these items in turn.

Approval of Minutes                      The Board reviewed and considered approving the minutes from the April 16, 2018 meeting. Following discussion, upon a motion by Director Pierson, seconded by Director Olson and, upon vote,

unanimously approved, the Board the meeting minutes as presented.

Financial Statements for the Period Ending May 31, 2018

Ms. Weaver presented for approval the financial statements for the period ending May 31, 2018. Director Wischer made a motion to approve the financial statements as presented. Director Olson seconded, and the motion was unanimously approved.

2017 Audit Update

Ms. Howe reported that the audit extension was approved and the final 2017 draft audit is being prepared for review and approval prior to September 30<sup>th</sup>.

District No. 1 Operations & Administration Update

Mr. White and Mr. Ankele provided the new directors and the public with a summary of the history of the operations of the District and its relationship to Winter Farm Metropolitan District No. 1 ("District No. 1). They noted that they have received correspondence from the attorney for District No. 1 regarding concerns they have about transferring operations to the District. Following a brief discussion, the Board adjourned to an executive session.

Manager's Report

Ms. Howe presented the Manager's Report to the Board.

The Board discussed an invoice for digging up a meter for a home on Vermilion Peak. The Board determined to have the District pay the invoice.

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

Pursuant to Sections 24-6-402(4)(b), C.R.S., upon motion duly made and duly seconded and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 7:58 p.m. for the purpose of conferring with legal counsel to receive legal advice as authorized by Section 24-6-402(4)(b), C.R.S.

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The Board reconvened in regular session at 8:35 p.m.

Following the executive session, the Board authorized Legal Counsel to communicate with District No. 1 about proceeding with the assignment of contracts, transfer of the bank account, and transfer of the non-potable water system in reference to the Operations and Maintenance Agreement. The Board directed legal counsel to set up a joint meeting with District No. 1 to discuss outstanding items for the transfer of operations and maintenance.

Other Business                      The Board set a future meeting for September 19, 2018 at 6:00 p.m. at the Windsor Community Recreation Center to approve the 2017 Audit.

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 August 7, 2018 Special Meeting of the Board of Directors of the Winter Farm Metropolitan District No. 2.

  
Name / Title

The foregoing minutes were approved on the 20 day of September, 2018.

**Attorney Statement**  
**Regarding Privileged Attorney-Client Communication**

Pursuant to §24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as special legal counsel representing the Winter Farm Metropolitan District No. 2, I attended the executive sessions on August 7, 2018, for the sole purpose of providing legal advice on specific legal questions and determining positions relative to matters subject to negotiation pursuant to §§24-6-402(4)(b) and (e), C.R.S. I further attest that it is my opinion that a portion of the executive sessions discussion constituted attorney-client privileged communication as provided by §24-6-402(4)(b), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required by be kept pursuant to §24-6-402(2)(d.5)(II)(B), C.R.S.

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Zachary P. White  
General Counsel to the District

