

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

### OF THE

### WINSOME METROPOLITAN DISTRICT NO. 1

Held: Monday, June 21, 2021 at 11:30 a.m., at the following telephone and/or electronic location:

<https://us02web.zoom.us/j/85816925765?pwd=VGd3U2diS1BrUG9XZkVmaVhWdDQ0UT09>, Meeting ID: 858 1692 5765, Passcode: 889856; or via telephone Dial-In Number: 1-346-248-7799. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this meeting was held by video/telephonic means without any individuals (neither District representatives nor the general public) attending in person.

Attendance:

A special meeting of the Board of Directors of Winsome Metropolitan District No. 1 was called and held as shown in accordance with the statutes of the State of Colorado.

The following Directors were present:

Joseph DesJardin, Secretary (*via video/telephone conference*)

Tamrin Apaydin, Treasurer/Assistant Secretary (*via video/telephone conference*)

Charlie Williams, Assistant Secretary (*via video/telephone conference*)

The following Directors were absent (*absences excused*):

Andrew Biggs, President

Jerry D. Biggs, Assistant Secretary

Also present were:

Jennifer L. Ivey, Icenogle Seaver Pogue (*via video/telephone conference*); AJ Beckman, Public Alliance, LLC (*via video/telephone conference*); Diane Wheeler, Simmons & Wheeler (*via video/telephone conference*); Tiffany Leichman, Sherman & Howard (*via video/telephone conference*); and Kyle Thomas, D.A. Davidson (*via video/telephone conference*).

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Call to Order/ Declaration of Quorum:	Director Joseph DesJardin, noting the presence of a quorum, called to order the special meeting of the Board of Directors (the “Board”) of the Winsome Metropolitan District No. 1 (the “District”) at approximately 11:30 a.m.
Directors Matters:	None.
Conflicts of Interest:	<p>Ms. Ivey advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board then reviewed the agenda for the meeting, following which each Board member 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.</p> <p>Director Joseph DesJardin disclosed his ownership interests of property located in the district and association with ProTerra Properties, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.</p> <p>Director Tamrin Apaydin disclosed her ownership interests of property located in the district and association with ProTerra Properties, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.</p> <p>Director Charlie Williams disclosed his ownership interests of property located in the district and association with ProTerra Properties, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.</p> <p>Ms. Ivey advised that written disclosures of these interests were filed with the Secretary of State and the Board at least seventy-two hours prior to the meeting.</p>
Additions to/Deletions from/Approval of Agenda:	After discussion and review, upon the motion of Director DesJardin and second of Director Williams, the Board of Directors unanimously approved the agenda as presented and excused the absences of Andrew Biggs, President, and Jerry D. Biggs, Assistant Secretary.
Public Comment for Matters not on the Agenda:	None.

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### Approval of Minutes -

Consider Approval of Minutes of April 22, 2021 Special Meeting:

After discussion and review, upon the motion of Director DesJardin and second of Director Williams the Board of Directors unanimously approved the Minutes of the April 22, 2021 Special Meeting as presented.

### Legal Matters -

Consider Approval of Amendment to Advance and Reimbursement and Facilities Acquisition Agreement by and between Winsome Metropolitan District No. 1, Winsome Metropolitan District No. 2, Winsome Metropolitan District No. 3, Winsome Metropolitan District No. 4 and Winsome, LLC:

Ms. Ivey reviewed with the Board the Amendment to the Advance and Reimbursement and Facilities Acquisition Agreement by and between Winsome Metropolitan District No. 1, Winsome Metropolitan District No. 2, Winsome Metropolitan District No. 3, Winsome Metropolitan District No. 4, and Winsome, LLC.

Upon motion of Director Apaydin and second of Director Williams the Board of Directors unanimously approved the Amendment to the Advance and Reimbursement and Facilities Acquisition Agreement, as presented.

Consider Approval of Intergovernmental Agreement by and among Winsome Metropolitan District No. 1, Winsome Metropolitan District No. 2, Winsome Metropolitan District No. 3, Winsome Metropolitan District No. 4, and Winsome, LLC:

Ms. Ivey reviewed with the Board the Intergovernmental Agreement by and among Winsome Metropolitan District No. 1, Winsome Metropolitan District No. 2, Winsome Metropolitan District No. 3, Winsome Metropolitan District No. 4, and Winsome, LLC.

Upon motion of Director Apaydin and second of Director Williams the Board unanimously approved the Intergovernmental Agreement.

Consider Adoption of Resolution Designating an Official Custodian for the Colorado Open Records Act:

Ms. Ivey reviewed with the Board a Resolution Designating an Official Custodian for Purposes of the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S. and proposed rules to be adopted by the Official Custodian.

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After discussion and review, upon the motion of Director DesJardin and second of Director Williams the Board of Directors unanimously approved the Resolution.

Official Custodian  
Adoption of Rules  
Related to Requests for  
Inspection of Public  
Records Pursuant to  
Colorado Open Records  
Act:

The Official Custodian adopted the Rules Related to Requests for Inspection of Public Records Pursuant to the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S.

Consider Approval of  
Private Detention  
Basin/Stormwater  
Quality Best  
Management Practice  
Maintenance Agreement  
and Easement by and  
between Winsome  
Metropolitan District  
No. 1, El Paso County,  
and Winsome, LLC for  
Winsome Filing 2:

Ms. Ivey reviewed with the board the Private Detention Basin/Stormwater Quality Best Management Practice Maintenance Agreement and Easement by and between Winsome Metropolitan District No. 1, El Paso County, and Winsome, LLC for Winsome Filing 2.

After discussion and review, upon the motion of Director DesJardin and second of Director Williams the Board of Directors unanimously approved the Agreement and Easement.

Financial Matters -

Payment/Ratification of  
Claims:

Ms. Wheeler reviewed the claims list with the Board. After discussion and review, upon the motion of Director Apaydin and second of Director Williams the Board of Directors unanimously ratified approval of the claims in the amount of \$12,662.28.

Other Business:

Director DesJardin reported on the status of construction, noting that paving and road striping is underway. Trail and common area improvements will be constructed in the near future.

Ms. Wheeler inquired as to the timing for the first anticipated capital funding requisition from Bond proceeds. Director DesJardin expects to be submitting project funding requisitions as early as mid-August.

Adjournment:

There being no further business to come before the Board, upon motion of Director Apaydin, second of Director

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Williams and unanimous vote, the meeting was adjourned at 12:28 p.m.

DocuSigned by:

*Joseph W. DesJardin*

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Secretary of the Meeting