

## RECORD OF PROCEEDINGS

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

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Thursday, November 4, 2021, at 1:30 p.m., at 1864 Woodmoor Drive, Suite 100, Monument, Colorado, and the following video/telephone conference: <https://us02web.zoom.us/j/7636703470>, Meeting ID: 763 670 3470, Passcode: #; or via telephone Dial-In Number: 1-720-707-2699.

Attendance:

A Special Meeting of the Board of Directors of Winsome Metropolitan District No. 3 was called and held as shown in accordance with the statutes of the State of Colorado.

The following Directors were present:

Andrew Biggs, President  
Joseph DesJardin, Secretary  
Tamrin Apaydin, Treasurer/Assistant Secretary  
Charlie Williams, Assistant Secretary

The following Directors were absent:

Jerry D. Biggs, Assistant Secretary

Also present were:

Jennifer L. Ivey, Icenogle Seaver Pogue, P.C. (*via video/telephone conference*); AJ Beckman and Noel Nail, Public Alliance, LLC (*via video/telephone conference*); Diane Wheeler, Simmons & Wheeler P.C (*via video/telephone conference*); and Nancy Hatfield, member of the public. (*via video/telephone conference*).

Call to Order/ Declaration  
of Quorum:

Mr. Beckman, 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. 3 (the "District") at 1:36 p.m.

Directors Matters:

None.

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Conflicts of Interest:

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.

Director Andrew Biggs 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.

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.

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 her interests.

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.

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.

Additions to/Deletions  
from/Approval of Agenda:

After discussion and review, upon the motion of Director Biggs and second of Director Williams, the Board of Directors unanimously approved the agenda as presented and excused the absence of Jerry D. Biggs, Assistant Secretary.

Public Comment for Matters  
not on the Agenda:

None.

Consent Agenda -

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Minutes of July 29, 2021  
Special Meeting: After discussion and review, upon the motion of Director DesJardin and second of Director Apaydin, the Board of Directors unanimously approved the consent agenda as presented.

### Legal Matters -

Annual Resolution: Ms. Ivey presented to and reviewed with the Board the Annual Resolution, which is prepared annually to handle the District's ongoing operation and business.

Upon motion of Director Apaydin and second of Director Biggs, the Board of Directors unanimously approved the Annual Resolution including the election of the following officers to the Board of Directors and regular meeting date/location:

|                                |                  |
|--------------------------------|------------------|
| President/Chairman:            | Andrew Biggs     |
| Secretary:                     | Joseph DesJardin |
| Treasurer/Assistant Secretary: | Tamrin Apaydin   |
| Assistant Secretary:           | Jerry D. Biggs   |
| Assistant Secretary:           | Charlie Williams |

November 3, 2022 at 1:30 p.m. at 1864 Woodmoor Drive, Suite 100, Monument, Colorado and via video/teleconference at <https://us02web.zoom.us/j/7636703470>, Meeting ID: 763 670 3470, Dial-In: 1-720-707-2699.

Election Resolution: Ms. Ivey presented to and reviewed with the Board the 2022 Regular Special District Election Resolution. Following discussion, and upon a motion duly made by Director Williams, second by Director Biggs, and unanimous vote, the Board of Directors approved the 2022 Regular Special District Election Resolution, selecting posting to the District's website as the second means of providing the call for nominations. Ms. Ivey noted that her firm is recommending the engagement of outside consultants for the conduct of contested elections; however, given that it is unlikely that this election will be contested it was determined that no such engagement was necessary.

Update to Outstanding Advance and Reimbursement Ms. Ivey presented to and reviewed with the Board an update to the (1) Outstanding Advance and Reimbursement Obligation Form to Advance and Reimbursement Agreement

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Obligation Form to Advance and Reimbursement Agreement (Operations & Maintenance Expenses) and Update to Outstanding Advance & Reimbursement Obligation Form to Advance and Reimbursement and Facilities Acquisition Agreement (Capital Expenses):

(Operations and Maintenance Expenses) and (2) Outstanding Advance & Reimbursement Obligation Form to Advance and Reimbursement and Facilities Acquisition Agreement (Capital Expenses). Ms. Ivey noted that approval of these updated agreements is something she recommends the District considers annually.

This matter was tabled until a later date.

2021 Legislative Report

Ms. Ivey presented to and reviewed with the Board a memorandum regarding 2021 Legislation.

Website Compliance:

Ms. Ivey presented to and reviewed with the Board a memorandum regarding website compliance.

### Financial Matters -

Public Hearing on Proposed 2022 Draft Budget:

Mr. Beckman noted that a notice was published in a newspaper with general circulation in the area, and there were no inquiries from the public. Upon the motion of Director Apaydin, and second of Director Williams, the Board of Directors voted unanimously, and opened the public hearing on the proposed 2022 budget consistent with published notice. Mr. Beckman called for public comments. When there were none, upon the motion of Director Williams, and second of Director Biggs, the Board of Directors voted unanimously, and closed the public hearing.

Proposed 2022 Budget, Certification of Mill Levy, and Appropriate Sums of Money:

Ms. Wheeler reviewed the 2022 Draft Budget with the Board and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2022 budget, appropriating funds therefore and certification of a mill levy thereunder.

Upon motion by Director Apaydin and second of Director Williams, the Board of Directors unanimously adopted the resolution approving the 2022 budget, appropriating the funds to the adopted budget, and certifying the mill levies as provided in the budget.

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Public Hearing on the Proposed 2021 Budget Amendment

Upon the motion of Director Apaydin, and second of Director Williams, the Board of Directors voted unanimously, and opened the public hearing on the proposed 2021 budget amendment consistent with published notice. Mr. Beckman called for public comments. When there were none, upon the motion of Director Williams, and second of Director Biggs, the Board of Directors voted unanimously, and closed the public hearing.

Proposed 2021 Budget Amendment and Appropriate Sums of Money:

Ms. Wheeler reviewed the 2021 Budget Amendment with the Board and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2021 budget amendment and appropriating funds therefore. Ms. Ivey noted that the 2021 insurance policy cost more than anticipated, thus the need to amend the budget.

Following discussion and review, upon motion duly made by Director Apaydin and second of Director Williams, the Board of Directors unanimously adopted the resolution approving the proposed 2021 budget amendment and appropriate sums of money.

Engagement of Auditor to Prepare 2021 Audit:

Upon motion duly made by Director Williams and second of Director Apaydin, the Board of Directors unanimously approved the engagement of Fiscal Focus partners, LLC to prepare the 2021 audit.

Other Business:

Director Williams reported that the first homeowner has moved in, with a few more expected to move in by the end of the year. He also noted that mail service had begun in the community.

Director Biggs asked if the District has a duty to notify homeowners of the new Colorado laws special district disclosures. Ms. Ivey explained that the special district disclosure is required at the time the contract to purchase real estate is entered into, therefore it is the responsibility of whoever is selling the home, not the District.

Ms. Ivey noted that for elections there are also new legal requirements related to the call for nominations.

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### Covenant Enforcement/Design Review -

#### Executive Session:

Upon the motion of Director DesJardin and second of Director Apaydin the Board of Directors unanimously voted to enter executive session, pursuant to Section 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice on specific legal questions related to covenant enforcement at 2:09 p.m. Mss. Wheeler and Hatfield left the meeting at this time.

Upon the motion of Director DesJardin and second of Director Williams, the Board of Directors unanimously voted to end the executive session at 2:21 p.m.

#### Resolution Adopting a Covenant Enforcement Policy:

Ms. Ivey presented to and reviewed with the Board a resolution adopting a covenant enforcement policy.

Following discussion and review, upon the motion of Director DesJardin and second of Director Apaydin, the Board of Directors unanimously approved the resolution adopting a covenant enforcement policy.

#### Adjournment:

There being no further business to come before the Board, upon motion of Director Biggs, second of Director Williams, and unanimous vote, the meeting was adjourned at 2:22 p.m.

DocuSigned by:

*Joe DesJardin*

Secretary of the Meeting