

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Thursday, November 3, 2022, 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 regular 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, for a portion of the meeting
Joseph DesJardin, Secretary
Tamrin Apaydin, Treasurer/Assistant Secretary
Charlie Williams, Assistant Secretary
Jerry Biggs, Assistant Secretary

Also present were:

Jennifer L. Ivey, Icenogle Seaver Pogue, P.C. (*via video/telephone conference*); AJ Beckman, Geol Scheirman, and Noel Nail, Public Alliance, LLC (*via video/telephone conference*); and Diane Wheeler, Simmons & Wheeler P.C. (*via video/telephone conference*).

Call to Order/ Declaration
of Quorum:

Mr. Beckman, noting the presence of a quorum, called to order the regular meeting of the Board of Directors (the "Board") of the Winsome Metropolitan District No. 3 (the "District") at 1:37 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.

Director Jerry 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.

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:

Following discussion, upon motion of Director Apaydin and second of Director Williams, the Board of Directors unanimously approved the agenda as presented.

Public Comment for Matters

None.

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not on the Agenda:

August 11, 2022 Special Meeting Minutes:

Following discussion, and upon motion of Director DesJardin, second of Director Apaydin, and unanimous vote, the Board of Directors approved the minutes of the August 11, 2022 Special Meeting.

Legal Matters -

Annual Resolution:

Ms. Ivey presented to and reviewed with the Board the 2023 Annual Resolution.

She explained that there were minor changes being suggested to the Resolution, including meetings in 2023 to be held via teleconference, and that AJ Beckman will be the Designated Election Official.

Upon motion of Director Apaydin, second of Director Williams, and unanimous vote, the Board of Directors approved the Annual Resolution, as revised.

Election Resolution:

Ms. Ivey presented to and reviewed with the Board the Election Resolution.

Following review, upon motion of Director Andrew Biggs, second of Director Apaydin, and unanimous vote, the Board of Directors approved the Election Resolution, as revised.

Designated Election Official:

Ms. Ivey explained that Mr. Beckman will serve as the Designated Election Official and is already engaged to provide management services.

Following review, upon motion of Director Andrew Biggs, second of Director Apaydin, and unanimous vote, the Board of Directors authorized AJ Beckman to provide Designated Election Official services.

Outstanding Advance & Reimbursement Obligation Form (Operations & Maintenance):

Ms. Ivey presented to and reviewed with the Board the update to Outstanding Advance & Reimbursement Obligation Form to Advance and Reimbursement Agreement (Operations & Maintenance Expenses).

Following review, upon motion of Director Apaydin, second of Director Williams, and unanimous vote, the Board of

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	Directors approved the update subject to final revisions by the District's accountant.
Outstanding Advance & Reimbursement Agreement (Capital Expenses):	Ms. Ivey presented to and reviewed with the Board the update to the Outstanding Advance & Reimbursement Obligation Form to Advance and Reimbursement and Facilities Acquisition Agreement (Capital Expenses). Following review, upon motion of Director Apaydin, second of Director Williams, and unanimous vote, the Board of Directors approved the update subject to final review by the District's accountant.
Legislative Report - 2022 Legislative Memorandum:	Ms. Ivey presented to and reviewed with the Board the 2022 Legislative Memorandum.
Website Compliance:	Ms. Ivey reported to the Board that the District website is compliant with the requirements of SB 21-262.
Financial Matters - Unaudited Financial Statements:	Director Andrew Biggs left the meeting at this time. Ms. Wheeler presented to and reviewed with the Board the unaudited financial statements for the period ending August 31, 2022. Following discussion, upon motion of Director Apaydin, second of Director Jerry Biggs, and unanimous vote, the Board of Directors accepted the unaudited financial statements. Director Jerry Biggs inquired as to interest income for the Districts. Ms. Wheeler explained that the majority of the Districts' funds are on deposit with ColoTrust, which is a legal depository for public funds and has a very competitive rate of interest.
Public Hearing on proposed Draft 2023 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 motion of Director Williams and second of Director DesJardin, the Board of

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Directors voted unanimously to appoint Director Apaydin as acting president.

Director Apaydin opened the public hearing on the proposed 2023 budget consistent with published notice. Mr. Beckman called for public comments. There were no public comments. Director Apaydin closed the public hearing.

Proposed 2023 Budget, Certification of Mill Levy, and Appropriate Sums of Money:

Ms. Wheeler presented to and reviewed with the Board the 2023 Draft Budget, and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2023 budget, appropriating funds therefor and certification of a mill levy thereunder.

Upon motion of Director Apaydin and second of Director Jerry Biggs, the Board of Directors unanimously adopted the resolution approving the 2023 budget, appropriating the funds to the adopted budget, and certifying the mill levies, subject to adjustment for final assessed valuations.

Ratification of 2021 Audit:

Ms. Wheeler presented to and reviewed with the Board the 2021 Audit.

Following review, upon motion of Director Apaydin, second of Director Williams, and unanimous vote, the Board of Directors ratified approval of the 2021 Audit.

Executive Session:

Upon the motion of Director Williams and second of Director Apaydin the Board of Directors unanimously voted to enter executive session, pursuant to Sections 24-6-402(4)(b), C.R.S., and 24-6-402(4)(e) for the purpose of receiving legal advice on specific legal questions and/or determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators regarding legislation impacting the Districts at 2:08 p.m.

Upon motion of Director Apaydin and second of Director Jerry Biggs, the Board unanimously voted to end the executive session at 2:38 p.m.

Upon motion of Director Jerry Biggs and second of Director Williams, the Board unanimously voted to authorize legal

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counsel to prepare an amendment the service plan to confirming the Districts' continued ability to adjust its mill levy for changes to the method of calculating assessed valuation.

Other Business -

None.

Adjournment:

There being no further business to come before the Board, upon motion of Director DesJardin, second of Director Apaydin, and unanimous vote, the meeting was adjourned at 2:39 p.m.

DocuSigned by:

Joe DesJardin

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Secretary of the Meeting