

## RECORD OF PROCEEDINGS

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

OF THE

WINSOME METROPOLITAN DISTRICT NO. 2

Held: Thursday, November 2, 2023, at 2:00 p.m., via an online meeting at: <https://us02web.zoom.us/j/7636703470>, Meeting ID: 763 670 3470 Or Dial-In Number: 1-720-707-2699, Meeting ID: 763 670 3470, Passcode: #

Attendance:

A special meeting of the Board of Directors of Winsome Metropolitan District No. 2 was called and held as shown in accordance with the statutes of the State of Colorado.

The following Directors were present:

Michael Lordino, President  
Thomas Badera, Treasurer  
Joseph DesJardin, Secretary  
Charlie Williams, Assistant Secretary

The following Director was absent (*absence excused*):

Jerry Biggs, Assistant Secretary

Also present were: Jennifer L. Ivey, and Alicia Corley, Icenogle Seaver Pogue, P.C.; AJ Beckman, Justin Janca and Geol Scheirman, Public Alliance, LLC; and Diane Wheeler, Simmons & Wheeler P.C.; Tamryn Apaydin and Andrew Biggs; Winsome Metropolitan District Nos. 1, 3, and 4.

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. 2 (the "District") at 2:05 p.m.

Directors Matters/Disclosure  
Matters:

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

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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 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 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.

Ms. Ivey advised the Board that written disclosures of these interests had been filed with the Secretary of State at least seventy-two hours prior to the meeting.

Approval of/Additions To/  
Deletions From the Agenda:

Following review and discussion, upon motion duly made by Director DesJardin, second by Director Williams, and upon vote, unanimously carried, the Board approved the agenda as presented and the absence of Director Jerry Biggs was noted and excused.

Public Comment:

None.

February 13, 2023 Special  
Meeting Minutes:

Following discussion, upon motion duly made by Director DesJardin, second by Director Williams, and upon vote, unanimously carried, the Board approved the minutes of the February 13, 2023 Special Meeting, as presented.

Legal Matters:

**Annual Resolution:** Ms. Ivey presented to and reviewed with the Board the 2024 Annual Resolution.

Following discussion, and upon motion of Director Badera, second of Director DesJardin, and unanimous vote, the Board of Directors approved the 2024 Annual Resolution, as presented.

**Election of Officers:** The Board elected the following slate of Officers:

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Michael Lordino, President  
Thomas Badera, Treasurer  
Joseph DesJardin, Secretary  
Charlie Williams, Assistant Secretary  
Jerry Biggs, Assistant Secretary

Regular Meeting Date/Location: The Board determined that the Regular Meeting will be held on November 7, 2024 at 2:00 p.m. via zoom and the Annual Meeting will be held on November 7, 2024 at 1:30 p.m. via zoom.

**First Amendment to Advance and Reimbursement Agreement (Operations & Maintenance Expenses)**: Ms. Ivey presented to and reviewed with the Board the First Amendment to the Advance & Reimbursement Agreement (Operations & Maintenance Expenses).

Following discussion and upon motion of Director Lordino, second of Director Williams, and unanimous vote, the Board of Directors approved the First Amendment to the Advance & Reimbursement Agreement (Operations & Maintenance Expenses), subject to final Budget numbers.

**2023 Legislative Memorandum**: Ms. Ivey presented to and reviewed with the Board the 2023 Legislative Memorandum

### **Financial Matters**

**June 30, 2023 Unaudited Financial Statements**: Ms. Wheeler reviewed with the Board the unaudited financial statements for the period ending June 30, 2023.

Following review and discussion, upon motion duly made by Director Lordino, second by Director Badera, and upon vote, unanimously carried, the Board approved the unaudited financial statements for the period ending June 30, 2023.

**2024 Budget Hearing**: 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, second, and unanimous vote, the Board of Directors opened the public hearing on the proposed 2024 budget consistent with published notice. Mr. Beckman called for public comments. There appearing no member of the

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public wishing to speak on the budget, upon motion, second, and unanimous vote, the Board of Directors closed the public hearing.

**2024 Budget Resolution:** Ms. Wheeler presented to and reviewed with the Board the 2024 Draft Budget, and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2024 budget, appropriating funds therefor and certification of a mill levy thereunder.

Upon motion of Director Lordino and second of Director Badera, the Board of Directors unanimously approved the resolution adopting the 2024 budget, appropriating the funds to the adopted budget, and certifying the mill levies, subject to adjustment for final assessed valuations.

**Application for Exemption from Audit:** Ms. Wheeler reviewed with the Board the Application for Exemption from Audit for 2022.

Following review and discussion, upon motion duly made by Director DesJardin, second by Director Williams, and upon vote, unanimously carried, the Board ratified approval of the Application for Exemption from Audit for 2022.

Other Business -

None.

Adjourn:

There being no further business to come before the Board, upon motion duly made by Director Badera, second by Director Lordino, and upon vote, unanimously carried, the meeting was adjourned.

Signed by:

*Joseph W. DesJardin*

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Secretary of the Meeting