

## 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 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. 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  
Tamrin Apaydin, 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 J. Corley, Icenogle Seaver Pogue, P.C.; AJ Beckman and Ann Finn, Public Alliance, LLC; Diane Wheeler and Daisy Garcia, Simmons & Wheeler P.C.; Thomas Badera and Michael Lordino, Winsome Metropolitan District No. 2

#### **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 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

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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 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.

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 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.

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 Andrew Biggs, second by Director Apaydin, 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 unanimous vote, the Board approved the minutes of the February 13, 2023 Special Meeting, as presented.

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### Legal Matters

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

Following discussion, and upon motion of Director Apaydin, second of Director Biggs, 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:

Andrew Biggs, President  
Tamrin Apaydin, 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.

**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 Andrew Biggs, second of Director Apaydin, 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 Apaydin, second by Director Andrew Biggs, and

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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 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 Apaydin and second of Director Williams, 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.

**2022 Audit:** The Board deferred discussion.

**Engagement of Auditor for preparation of 2023 Audit:** The Board discussed the engagement of Wipfli LLP to prepare the 2023 Audit.

Following discussion, upon a motion duly made by Director Apaydin, seconded by Director DesJardin and, upon vote, unanimously carried, the Board authorized the engagement of Wipfli LLP to prepare the 2023 Audit, for an amount not to exceed \$6,500.

**Other Business**

None.

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**Adjourn:**

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

Signed by:

*Joseph W. Desjardin*

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Secretary of the Meeting