

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Thursday, November 7, 2024, at 2:00 p.m., via an online meeting at: <https://zoom.us/j/7848826891>, Meeting ID: 784 882 6891 Or Dial-In Number: + 1 (719) 359-4580, Meeting ID: 784 882 6891, Passcode: 0000.

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
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, Icenogle Seaver Pogue, P.C.; AJ Beckman and David Frazir, Public Alliance, LLC; Diane Wheeler and Daisy Garcia, Simmons & Wheeler P.C.; Thomas Badera and Michael Lordino, Winsome Metropolitan District No. 2, Connie Miller, Logan Powell, and Steve Rossoll, Proterra Properties, LLC

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 2:00 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

RECORD OF PROCEEDINGS

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 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 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 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 DesJardin, second by Director Andrew Biggs, and upon vote, unanimously carried, the Board approved the agenda as amended to include both Requisition Nos. 5 and 6 and the absence of Director Jerry Biggs was noted and excused.

Public Comment:

None.

**November 2, 2023 Special
Meeting Minutes:**

Following discussion, upon motion duly made by Director DesJardin, second by Director Andrew Biggs, and unanimous vote, the Board approved the minutes of the November 2, 2023 Special Meeting, as presented.

RECORD OF PROCEEDINGS

Legal Matters:

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

Following discussion, and upon motion of Director DesJardin, second of Director Andrew Biggs, and unanimous vote, the Board of Directors approved the 2025 Annual Resolution, as revised including the election of the following officers to the Board of Directors and regular meeting date/location:

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

November 6, 2025 at 2:00 p.m. via zoom.

Election Resolution: Ms. Ivey presented and reviewed with the Board the 2025 Regular Special District Election Resolution.

Following review, upon motion of Director DesJardin, second of Director Andrew Biggs, and unanimous vote, the Board of Directors approved the 2025 Regular Special District Election Resolution and designated publication in the newspaper as the second means of providing the call for nominations.

Amendment to Advance and Reimbursement Agreement (Operations & Maintenance Expenses): Ms. Ivey presented and reviewed with the Board the Amendment to the Advance & Reimbursement Agreement (Operations & Maintenance Expenses) between the District and Winsome, LLC.

Following discussion and upon motion of Director Andrew Biggs, second of Director Apaydin, and unanimous vote, the Board of Directors approved the Amendment to the Advance & Reimbursement Agreement (Operations & Maintenance Expenses) between the District and Winsome, LLC.

RECORD OF PROCEEDINGS

2024 Legislative Memorandum: Ms. Ivey reviewed with the Board the 2024 Legislative Memorandum. Ms. Ivey discussed with the Board the impacts of SB 24-233 and HB 24B-1001 on the District's future operations and maintenance mill levy revenues. The Board directed that further information be brought to the Board related to this in 2025.

Memorandum re HB 21-1110 and Rules Establishing Technology Accessibility Standards: Ms. Ivey presented and reviewed with the Board the Memorandum re HB 21-1110 and Rules Establishing Technology Accessibility Standards. Discussion among the Board ensued regarding the same.

Resolution Adopting Technology Accessibility Statement: Ms. Ivey presented to and reviewed with the Board the Resolution Adopting the Technology Accessibility Statement. Following discussion and upon motion of Director Andrew Biggs, second of Director DesJardin, and unanimous vote, the Board of Directors adopted the Resolution Adopting Technology Accessibility Statement and ratified posting of the Technology Accessibility Statement.

Engineer's Certification and Cost Verification Report No. 5 prepared by Schedio Group, LLC for reimbursement of project costs to Winsome, LLC: Ms. Ivey presented the Engineer's Certification and Cost Verification Report No. 5, prepared by Schedio Group, LLC.

Following discussion, upon motion duly made by Director DesJardin, second by Director Andrew Biggs, and unanimous vote, the Board approved the Engineer's Certification and Cost Verification Report No. 5, prepared by Schedio Group, LLC, for project costs in the amount of \$3,089,376.05.

Reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement: Ms. Ivey presented the Applications for Reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director DesJardin, second by Director Andrew Biggs, and unanimous vote, the Board approved the Reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement and waiving any unsatisfied requirements thereunder.

Requisition No. 5 from Project Fund, General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3): Ms. Ivey presented Requisition No. 5, in the amount of \$11,457.28, from Project Fund General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3) as prepared by Ms. Wheeler.

Following discussion, upon motion duly made by Director DesJardin, second by Director Andrew Biggs, and unanimous vote, the Board approved Requisition No. 5, in the amount of \$11,457.28 from Project Fund General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3).

Requisition No. 6 from Project Fund, General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3): Ms. Ivey presented Requisition No. 6, in the amount of \$378,598.86, from Project Fund General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3) as prepared by Ms. Wheeler.

Following discussion, upon motion duly made by Director DesJardin, second by Director Andrew Biggs, and unanimous vote, the Board approved Requisition No. 6, in the amount of \$378,598.86 from Project Fund General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3).

Financial Matters:

June 30, 2024 Unaudited Financial Statements: Ms. Wheeler reviewed with the Board the unaudited financial statements for the period ending June 30, 2024, noting that September 30, 2024 financial statements were not final at this time.

Following review and discussion, upon motion duly made by Director Apaydin, second by Director Apaydin, and upon vote, unanimously carried, the Board approved the unaudited financial statements for the period ending June 30, 2024.

RECORD OF PROCEEDINGS

2025 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 of Director Apaydin, second of Director Andrew Biggs, and unanimous vote the Board of Directors opened the public hearing on the proposed 2025 budget consistent with published notice. Mr. Beckman called for public comments. There appearing to be no member of the public wishing to speak on the budget, upon motion of Director Apaydin and second of Director Andrew Biggs, and unanimous vote, the Board of Directors closed the public hearing.

2025 Budget Resolution: Ms. Wheeler presented to and reviewed with the Board the 2025 Draft Budget, and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2025 budget, appropriating funds therefor and certification of a mill levy thereunder.

Upon motion of Director Apaydin and second of Director Andrew Biggs, the Board of Directors unanimously approved the resolution adopting the 2025 budget, appropriating the funds to the approved budget, and certifying the mill levies, subject to adjustment for final assessed valuations as provided in the budget.

2023 Audit: Ms. Wheeler presented to and reviewed with the Board the 2023 Audit.

Following review, upon motion of Director Apaydin, second of Director DesJardin, and unanimous vote, the Board of Directors ratified approval of the 2023 Audit.

Engagement of Auditor for preparation of 2024 Audit: The Board discussed the engagement of Wipfli LLP to prepare the 2024 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 2024 Audit, for an amount not to exceed a 3% increase over the cost of the 2023 Audit.

RECORD OF PROCEEDINGS

Other Business:

None.

Adjourn:

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

Signed by:

Joe Desjardin

E976D347AEE64DB...

Secretary of the Meeting