

## 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: Friday, March 28, 2025, at 1:00 p.m., via an online meeting at: <https://zoom.us/j/4496175182>, Meeting ID: 449 617 5182, Participant Code: press #, Dial In: 1 (719) 359-4580, One tap mobile: +17193594580,,4496175182#

#### **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: Lance Ingalls, Esq., and Jennifer Ivey, Esq. Icenogle Seaver Pogue, P.C.; AJ Beckman, Public Alliance, LLC; Diane Wheeler and Daisey Garcia, Simmons & Wheeler P.C., Andrew Biggs and Tamrin Apaydin, 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 1:01 p.m.

#### **Directors Matters/Disclosure Matters:**

Attorney 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

## RECORD OF PROCEEDINGS

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nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

Director Badera disclosed his ownership interests of property located in the district. This disclosure is associated with approval of items on the agenda that may affect his interests.

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.

Attorney 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 Badera, second by Director Lordino, 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.

**January 23, 2025 Special  
Meeting Minutes:**

Following discussion, upon motion duly made by Director DesJardin, second by Director Badera, and unanimous vote, the Board approved the minutes of the January 23, 2025 Special Meeting, as presented.

## RECORD OF PROCEEDINGS

---

**Legal Matters:**

**First Amendment to Master Services Intergovernmental Agreement:** Attorney Ivey presented the First Amendment to Master Services Intergovernmental Agreement. Following discussion, upon motion duly made by Director Badera, second by Director Lordino, and unanimous vote, the Board approved the First Amendment to Master Services Intergovernmental Agreement.

**First Amendment to Advance and Reimbursement Agreement, Capital Improvements:** Attorney Ivey presented the First Amendment to Advance and Reimbursement Agreement, Capital Improvements. Following discussion, upon motion duly made by Director Badera, second by Director Lordino, and unanimous vote, the Board approved the First Amendment to Advance and Reimbursement Agreement, Capital Improvements.

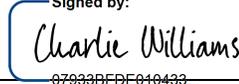
**Third Amendment to the Advance and Reimbursement Agreement, Operations and Maintenance:** Attorney Ivey presented the Third Amendment to the Advance and Reimbursement Agreement, Operations and Maintenance. Following discussion, upon motion duly made by Director Badera, second by Director Lordino, and unanimous vote, the Board approved the Third Amendment to the Advance and Reimbursement Agreement, Operations and Maintenance.

**Other Business:**

Mr. Beckman provided an update on the status of the election.

**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:  
  
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Secretary of the Meeting