

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Friday, July 25, 2025, at 3:00 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. 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
Charlie Williams, Assistant Secretary

The following Director was absent (absence excused):

Tamrin Apaydin, Treasurer/Assistant Secretary

Also present were: Jennifer Ivey, Esq. Icenogle Seaver Pogue, P.C.; AJ Beckman and Justin Janca, Public Alliance, LLC; Diane Wheeler, Simmons & Wheeler P.C.; Thomas Badera, 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 3:11 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 nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

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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 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.

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.

Appointment of Vacancies: Attorney Ivey reported that on July 1, 2025, a notice of vacancies on the Board of Directors was published in *The Gazette* requesting that eligible electors of the District who wish to be considered to fill a vacancy file a letter of interest no later than July 11, 2025. No such letters of interest were received. Ms. Ivey reported that Logan Powell and Steve Rossoll were subsequently eligible electors of the District and they have indicated their willingness to serve on the Board of Directors. Following discussion, upon motion by Director Biggs, second by Director Williams and unanimous vote, the Board appointed Logan Powell and Steve Rossoll to the Board of Directors.

Election of Officers: Following discussion, upon motion by Director Biggs, second by Director Williams and unanimous vote, the Board elected the following slate of officers:

Andrew Biggs - President
Logan Powell - Treasurer
Charlie Williams - Secretary
Tamrin Apaydin – Assistant Secretary
Steve Rossoll - Assistant Secretary

**Approval of/Additions To/
Deletions From the Agenda:**

Following review and discussion, upon motion by Director Biggs, second by Director Williams, and unanimous vote, the Board approved the agenda as presented and the absence of Director Tamrin Apaydin was noted and excused.

Public Comment:

None.

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March 28, 2025 Special Meeting Minutes:

Following discussion, upon motion by Director Biggs, second by Director Williams, and unanimous vote, the Board approved the minutes of the March 28, 2025 Special Meeting, as presented.

Legal Matters:

Memorandum re Amended Rules Establishing Technology Accessibility Standards: Attorney Ivey reviewed the Memorandum re Amended Rules Establishing Technology Accessibility Standards.

Resolution Adopting the Winsome Metropolitan District No. 3 Revised Technology Accessibility Statement: Following review and discussion, upon motion by Director Biggs, second by Director Williams, and unanimous vote, the Board approved the Resolution Adopting the Winsome Metropolitan District No. 3 Revised Technology Accessibility Statement.

Financial Matters

2024 Budget Amendment Hearing: Upon the motion of Director Biggs, second of Director Williams, and unanimous vote, the Board of Directors opened the public hearing on the proposed 2024 budget amendment consistent with published notice. Mr. Beckman called for public comments. When there were none, upon the motion of Director Biggs, and second of Director Williams, and unanimous vote, the Board of Directors closed the public hearing.

Ms. Wheeler reviewed the 2024 Budget Amendment with the Board and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2024 budget amendment and appropriating funds therefore.

Following discussion and review, upon motion by Director Biggs, second of Director Williams, and unanimous vote, the Board of Directors approved the resolution adopting the 2024 budget amendment and Appropriating the funds to the approved budget.

March 31, 2025 Unaudited Financial Statements: Ms. Wheeler reviewed with the Board the unaudited financial statements for the period ending March 31, 2025.

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Following review and discussion, upon motion by Director Biggs, second by Director Williams, and unanimous vote, the Board approved the unaudited financial statements for the period ending March 31, 2025.

2024 Audit: Ms. Wheeler reviewed the 2024 audited financial statements with the Board.

Following discussion, upon motion by Director Biggs, second by Director Williams and unanimous vote, the Board approved the 2024 audited financial statements, subject to receipt of an unmodified opinion from the Auditor and any final revisions that are requested by and/or acceptable to legal counsel, and authorized execution of the Management Representations Letter.

Following discussion, upon motion by Director Biggs, second by Director Williams and unanimous vote, the Board approved the extension of time to file the 2024 audited financial statements.

Other Business:

None.

Adjourn:

There being no further business to come before the Board, upon motion by Director Biggs, second by Director Williams, and unanimous vote, the meeting was adjourned.

Signed by:

Charlie Williams

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Secretary of the Meeting