

## RECORD OF PROCEEDINGS

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### MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

OF THE

### OVERLOOK AT HOMESTEAD METROPOLITAN DISTRICT

Held: Thursday, January 23, 2025, at 1:00 p.m. via an online meeting at <https://us06web.zoom.us/j/83017726656?pwd=WApSBn4LXnWb8LtKeLjMovViFeWpd.1>, and via telephone conference at Dial-In: 1-719-359-4580, Meeting ID: 830 1772 6656, Passcode: 212876.

**Attendance:**

An organizational meeting of the Board of Directors of Overlook at Homestead Metropolitan District was called and held as shown in accordance with the statutes of the State of Colorado.

The following Directors were present:

Andrew Biggs  
Charlie Williams  
Tamrin Apaydin

Also present were: Jennifer L. Ivey and Alicia J. Corley, Icenogle Seaver Pogue, P.C.; Ann Finn, Public Alliance, LLC; Diane Wheeler, Simmons & Wheeler P.C., Steve Rossoll and Logan Powell, members of the public.

**Call to Order/Declaration of  
Quorum:**

Director Williams, noting the presence of a quorum, called to order the organizational meeting of the Board of Directors (the "Board") of the Overlook at Homestead Metropolitan District (the "District") at approximately 1:03 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 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 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 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.

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

Consider Appointment to Vacancies on Board of Directors:

The Board considered the Appointment of Logan Powell and Steve Rossoll to the Board.

After review and discussion, upon motion by Director Biggs, second by Director Apaydin, and unanimous vote, the Board appointed Logan Powell and Steve Rossoll to the Board.

Approval of/Additions To/ Deletions From the Agenda:

After review and discussion, and upon motion by Director Williams, second by Director Apaydin and unanimous vote, the Board of Directors approved the agenda as presented.

Public Comment:

None.

Organizational Items -

Organizational Resolution, Election of Officers and Regular Meeting Date/Location:

Ms. Ivey presented to and reviewed with the Board a resolution, prepared annually to handle the District's ongoing operation and business. After review and discussion, upon motion by Director Williams, second by Director Apaydin, and unanimous vote, the Board of Directors approved the resolution including the election of the following officers to the Board of Directors and regular meeting date/location:

President/Chairman: Andrew Biggs

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Secretary: Charlie Williams  
Treasurer: Tamrin Apaydin  
Assistant Secretary: Logan Powell  
Assistant Secretary: Steve Rossoll

November 5, 2025 at 11:30 a.m. via online meeting.

- Election Resolution: Ms. Ivey presented to and reviewed with the Board the 2025 Regular Special District Election Resolution. Following discussion and upon motion by Director Biggs, second by Director Apaydin, and unanimous vote, the Board of Directors approved the 2025 Regular Special District Election Resolution and designated posting to the District's website as the second means of providing the call for nominations.
- Indemnification Resolution: Ms. Ivey presented to and reviewed with the Board the Indemnification Resolution. Following discussion and upon motion by Director Apaydin, second by Director Williams and unanimous vote, the Board of Directors approved the Indemnification Resolution.
- Insurance Coverage/Bonds: Ms. Ivey presented to and reviewed with the Board the Directors' and Treasurer's Bonds obtained from RLI, the standard resolution and Intergovernmental Agreement with the Colorado Special Districts Property and Liability Pool, and TCW Agency Services Agreement. Following discussion and upon motion by Director Williams, second by Director Apaydin and unanimous vote, the Board of Directors ratified the Directors' and Treasurer's Bonds, approved a resolution and intergovernmental agreement with Colorado Special District Property and Liability Pool to join the Colorado Special District Property and Liability Pool, authorized joining the Special District Association, authorized binding coverage (public officials' liability, general liability, directors and officers liability, and workers' compensation coverage) and entering into the TCW Agency Services Agreement.
- Resolution Designating an Official Custodian for the Ms. Ivey presented to and reviewed with the Board a Resolution Designating an Official Custodian for Purposes of the Colorado Open Records Act, Sections 24-72-200.1 *et*

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Colorado Open Records Act: *seq.*, C.R.S., and proposed rules to be adopted by the Official Custodian. Following discussion and upon motion by Director Apaydin, second by Director Biggs and unanimous vote, the Board of Directors adopted and approved the Resolution.

Official Custodian Adoption of Rules Related to Requests for Inspection of Public Records Pursuant to Colorado Open Records Act: The Official Custodian adopted the Rules Related to Requests for Inspection of Public Records Pursuant to the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S.

Creation of District Website: Ms. Ivey presented to and reviewed with the Board information regarding website compliance. Following discussion, upon the motion of Director Apaydin, second of Director Williams, and unanimous vote, the Board of Directors approved the engagement of a provider for website services, subject to the review and approval of the agreement with the website services provider by general counsel.

Consider Engagement of Consultants: After discussion and review, upon the motion of Director Apaydin and second of Director Williams, the Board of Directors voted unanimously to engage Icenogle Seaver Pogue, P.C. as general legal counsel to the District, Public Alliance, LLC as management to the District, and Simmons & Wheeler, P.C. as accountant to the District.

Legal Matters - Advance and Reimbursement Agreement (Operations & Maintenance Expenses): Ms. Ivey presented to and reviewed with the Board the Advance and Reimbursement Agreement (Operations & Maintenance Expenses). Following discussion and upon motion by Director Biggs, second by Director Apaydin and unanimous vote, the Board of Directors approved the Advance and Reimbursement Agreement (Operations & Maintenance Expenses) as revised to reflect the maximum advance amount based on the budget and to reflect any advances that have been made to date upon receipt of a schedule of advances from the District's accountant.

Advance and Reimbursement and Facilities Acquisition: Ms. Ivey presented to and reviewed with the Board the Advance and Reimbursement and Facilities Acquisition

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Facilities Acquisition Agreement (Capital Expenses):	Agreement (Capital Expenses). Following discussion and upon motion by Director Biggs, second by Director Apaydin and unanimous vote, the Board of Directors approved the Advance and Reimbursement and Facilities Acquisition Agreement (Capital Expenses).
Notice of Disclosure to Purchasers:	Ms. Ivey presented to and reviewed with the Board the Notice of Disclosure to Purchasers. Following discussion and upon motion by Director Biggs, second by Director Williams and unanimous vote, the Board of Directors approved the Notice of Disclosures to Purchasers subject to finalization by general counsel.
Other:	None.
Financial Matters - Public Hearing on Proposed 2024 Budget:	Upon motion by Director Apaydin, second by Director Williams, and unanimous vote, the Board of Directors opened a public hearing on the proposed 2024 budget consistent with published notice. There appearing no member of the public wishing to speak on the budget, upon motion by Director Apaydin, second by Director Williams and unanimous vote, the Board of Directors closed the public hearing.
Resolution Approving Proposed 2024 Budget and Appropriate Sums of Money:	Ms. Wheeler reviewed with the Board the proposed 2024 budget and Ms. Ivey presented to the Board of Directors a Resolution for approval and adoption of the 2024 budget, and appropriating funds therefore. After review and discussion, upon motion by Director Apaydin, second by Director Williams and unanimous vote, the Board of Directors approved the resolution adopting the 2024 budget and appropriating the funds to the approved budget.
Public Hearing on Proposed 2025 Budget:	Upon motion by Director Apaydin, second by Director Williams and unanimous vote, the Board of Directors opened a public hearing on the proposed 2025 budget consistent with published notice. There appearing no member of the public wishing to speak on the budget, upon motion by Director Apaydin, second by Director Williams and unanimous vote, the Board of Directors closed the public hearing.

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Resolution Approving Proposed 2025 Budget and Appropriate Sums of Money:	Ms. Wheeler reviewed with the Board the proposed 2025 budget and Ms. Ivey presented to the Board of Directors a Resolution for approval and adoption of the 2025 budget, and appropriating funds therefore. After review and discussion, upon motion by Director Apaydin, second by Director Williams and unanimous vote, the Board of Directors approved the resolution adopting the 2025 budget and appropriating the funds to the approved budget.
Consider/Ratify Approval of Obtaining: Federal Identification Number/Colorado State Tax Exemption Number/PDPA Number:	Ms. Wheeler reported on the status of the Federal Tax Identification Number, Colorado State Tax Exemption Number, and PDPA Number for the District. After discussion and review, upon the motion of Director Apaydin and second of Director Williams, the Board of Directors voted unanimously to authorize Ms. Wheeler to submit the necessary paperwork to obtain a Federal Tax Identification Number, Colorado State Tax Exemption Number, and PDPA Number for the District.
Establishment of the Bank Account and authorization of signers:	Ms. Wheeler discussed with the Board of Directors which bank the District would use for its accounts. At the recommendation of Ms. Wheeler, upon motion by Director Apaydin, second by Director Williams, the Board of Directors directed the bank account be opened with Kirkpatrick Bank and that all Directors will be the signers on the account.
Use of Bill.com for District Payments:	Ms. Wheeler discussed with the Board the use of Bill.com for District payments. Upon motion by Director Apaydin, second by Director Williams, the Board of Directors directed Ms. Wheeler to use Bill.com for District payments.
2024 Audit Exemption:	Upon motion by Director Apaydin, second by Director Williams, and unanimous vote, the Board of Directors approved the 2024 audit exemption.
Other:	None.
Other Business:	Ms. Ivey discussed with the Board the recording of meetings. No action was taken by the Board.

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Director Biggs inquired as to the process for excluding property from the District that is being encroached on by the neighboring property owners to the south of the District.

Adjourn:

There being no further business to come before the Board, upon motion of Director Biggs, second of Director Williams and unanimous vote, the meeting was adjourned at 1:50 p.m.

Signed by:

*Charlie Williams*

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Secretary of the Meeting