

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD
OF DIRECTORS

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Thursday, April 22, 2021 at 10:00 a.m., at the following telephone and/or electronic location: <https://us02web.zoom.us/j/85361863227?pwd=bEY5NEM3QStyRE4rUWNCanZVVlBzZz09>, Meeting ID: 853 6186 3227, Passcode: 025465; or via telephone Dial-In Number: 1-253-215-8782. All participation in this meeting, including public participation, was by telephone and/or electronic means to preserve the health, safety and welfare of the public in light of the imminent threat caused by the COVID-19 pandemic and due to the state of emergency declared by Governor Polis, as amended and extended, corresponding executive orders and public health orders, as amended and extended, and CDC recommendations against gathering in large groups in order to mitigate the spread of the COVID-19 virus.

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:

Joseph DesJardin, Secretary (*via video/telephone conference*)

Tamrin Apaydin, Treasurer/Assistant Secretary (*via video/telephone conference*)

Jerry D. Biggs, Assistant Secretary (*via video/telephone conference*)

Charlie Williams, Assistant Secretary (*via video/telephone conference*)

The following Director was absent (*absence excused*):

Andrew Biggs, President

Also present were:

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Jennifer L. Ivey, Icenogle Seaver Pogue, P.C. (*via video/telephone conference*); and Diane Wheeler, Simmons & Wheeler, P.C. (*via video/telephone conference*).

Call to Order/ Declaration
of Quorum:

Director Jerry Biggs, 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 approximately 10:00 a.m.

Directors Matters:

None.

Conflicts of Interest:

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.

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 his interests.

Director Jerry D. 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.

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

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Additions to/Deletions
from/Approval of Agenda:

Director Jerry Biggs moved to approve the Agenda as presented; seconded by Director DesJardin. Motion passed unanimously.

Public Comment for Matters
not on the Agenda:

None.

Approval of Minutes:

Consider Approval of
Minutes of March 9,
2021 Special Meeting:

After discussion and review, upon the motion of Director Apaydin and second of Director DesJardin the Board of Directors unanimously approved the Minutes of the March 9, 2021 Special Meeting as presented.

Legal Matters:

Consider Approval of
Amendment to Advance
and Reimbursement and
Facilities Acquisition
Agreement by and
between Winsome
Metropolitan District
No. 1, Winsome
Metropolitan District
No. 2, Winsome
Metropolitan District
No. 3, Winsome
Metropolitan District
No. 4 and Winsome
LLC:

Ms. Ivey advised the Board that her firm is working on new Advance and Reimbursement and Facilities Acquisition Agreements by and between Winsome Metropolitan District No. 1, Winsome Metropolitan District No. 2, Winsome Metropolitan District No. 3, Winsome Metropolitan District No. 4 and Winsome LLC. These agreements will be bifurcated between operating and maintenance funding and capital funding. Ms. Ivey also noted that the previously authorized Agreement allowed for up to 8% interest but that this rate is limited by the service plan to prime + 2 points. The new form of agreement will address that limitation.

Consider Ratification of
Termination of
Independent Contractor
Agreement with
WSDM, LLC:

Ms. Ivey reviewed with the Board the Termination Letter of the Independent Contractor Agreement with WSDM, LLC. Upon motion of Director DesJardin and second by Director Apaydin, the Board voted unanimously to ratify approval of the termination of the Independent Contractor Agreement with WSDM, LLC.

Consider Ratification of
Accounting Services
Agreement with
Simmons & Wheeler,
P.C.:

Ms. Ivey reviewed with the Board the Accounting Services Agreement with Simmons & Wheeler, P.C. Upon motion of Director Apaydin and second by Director Williams, the Board voted unanimously to ratify approval of the Accounting Services Agreement with Simmons & Wheeler, P.C.

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2021 Bonds:

Consider Approval of
Engagement of
Simmons & Wheeler for
Preparation of Forecast:

Ms. Ivey reviewed with the Board the engagement letter from Simmons & Wheeler for preparation of forecast services. Upon motion of Director Apaydin and second by Director Jerry Biggs, the Board voted unanimously to approve engagement of Simmons & Wheeler for the preparation of the forecast.

Consider Approval of
Engagement of Schedio
Group LLC to prepare
cost verification report:

Ms. Ivey reviewed with the Board the engagement letter from Schedio Group LLC to prepare the cost verification report. Upon motion of Director Apaydin and second by Director Jerry Biggs, the Board voted unanimously to approve engagement of Schedio Group LLC to prepare the cost verification report.

Consider Approval of
Engagement of DA
Davidson & Co. as
Underwriter:

Ms. Ivey reviewed with the Board the engagement letter from D.A. Davidson & Co. for underwriter services. Upon motion of Director Apaydin and second by Director Jerry Biggs, the Board voted unanimously to approve engagement of D.A. Davidson & Co. for underwriter services.

Bond Counsel:

Consider
Approval of
Waiver of
Conflict of
Interest:

Ms. Ivey reviewed with the Board the waiver of conflict of interest for Bond Counsel. Upon motion of Director Apaydin and second by Director Jerry Biggs, the Board voted unanimously to approve the waiver of conflict of interest for Bond Counsel.

Consider
Approval of
Engagement of
Sherman &
Howard LLC as
Bond Counsel:

Ms. Ivey reviewed with the Board the engagement letter from Sherman & Howard LLC for bond counsel services. Upon motion of Director Apaydin and second by Director Jerry Biggs, the Board voted unanimously to approve engagement of Sherman & Howard LLC for bond counsel services.

Icenogle Seaver Pogue, P.C.:

Consider
Approval of
Waiver of
Conflict of
Interest:

Ms. Ivey reviewed with the Board the waiver of conflict of interest for Icenogle Seaver Pogue, P.C. Upon motion of Director Apaydin and second by Director Jerry Biggs, the Board voted unanimously to approve the waiver of conflict of interest from Icenogle Seaver Pogue, P.C.

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Ratify Approval of Engagement of Zonda Advisory for completion of Market Study:

Ms. Ivey reviewed with the Board the engagement letter from Zonda Advisory for completion of the Market Study. Upon motion of Director Apaydin and second by Director Jerry Biggs, the Board voted unanimously to ratify approval of the engagement of Zonda Advisory for completion of the Market Study.

Consider additional documents necessary for final approval and issuance of the bonds:

Ms. Ivey discussed with the Board the possibility of engaging an External Financial Advisor to assist with review of the bond issuance. After discussion, the Board directed Ms. Ivey to request proposals from External Financial Advisors so that the Board may continue its consideration of this matter at a future meeting.

Financial Matters:

Ratification of 2020 Audit Exemption:

Ms. Wheeler reviewed with the Board the 2020 Audit Exemption. Following review and discussion, upon motion of Director DesJardin and second by Director Williams, the Board voted unanimously to ratify approval of the 2020 Audit Exemption.

Other Business:

Ms. Ivey noted that the District may require an amendment to the 2021 budget at its next meeting. Director Apaydin will coordinate with Ms. Wheeler to prepare this information.

Ms. Ivey reviewed with the Board the updated Designation of Member Representation and Alternate Member Representative for the Colorado Special Districts Property and Liability Pool. Following review and discussion, upon motion of Director Apaydin and second by Director Williams, the Board voted unanimously to approve the updated designations.

Adjournment:

There being no further business to come before the Board, upon motion of Director DesJardin, second of Director Williams and unanimous vote, the meeting was adjourned at 10:46 a.m.

DocuSigned by:

Joseph W. DesJardin

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Secretary of the Meeting