

## RECORD OF PROCEEDINGS

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### MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Monday, June 21, 2021, at 11:30 a.m., at the following  
telephone and/or electronic location:

<https://us02web.zoom.us/j/85816925765?pwd=VGd3U2diS1BrUG9XZkVmaVhWdDQ0UT09>, Meeting ID: 858 1692 5765,  
Passcode: 889856; or via telephone Dial-In Number: 1-346-  
248-7799. Due to concerns regarding the spread of the  
Coronavirus (COVID-19) and the benefits to the control of the  
spread of the virus by limiting in-person contact, this meeting  
was held by video/telephonic means without any individuals  
(neither District representatives nor the general public)  
attending in person.

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*)

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

The following Directors were absent (*absences excused*):

Andrew Biggs, President

Jerry D. Biggs, Assistant Secretary

Also present were:

Jennifer L. Ivey, Icenogle Seaver Pogue (*via video/telephone  
conference*); AJ Beckman, Public Alliance, LLC (*via  
video/telephone conference*); Diane Wheeler, Simmons &  
Wheeler (*via video/telephone conference*); Tiffany

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Leichman, Sherman & Howard (*via video/telephone conference*); and Kyle Thomas, D.A. Davidson (*via video/telephone conference*).

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Call to Order/ Declaration of Quorum:

Director Joseph DesJardin, 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 11:30 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 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.

Additions to/Deletions from/Approval of Agenda:

After discussion and review, upon the motion of Director DesJardin and second of Director Williams, the Board of Directors unanimously approved the agenda as directed and excused the absences of Andrew Biggs, President, and Jerry

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D. Biggs, Assistant Secretary.

Public Comment for Matters not on the agenda: None.

Approval of Minutes -

Consider Approval of Minutes of April 22, 2021, Special Meeting: After discussion and review, upon the motion of Director DesJardin and second of Director Williams the Board of Directors unanimously approved the Minutes of the April 22, 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 reviewed with the Board the Amendment to the 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.

Upon motion of Director Apaydin and second of Director Williams the Board of Directors unanimously approved the Amendment to the Advance and Reimbursement and Facilities Acquisition Agreement, as presented.

Consider Approval of Intergovernmental Agreement by and among 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 reviewed with the Board the Intergovernmental Agreement by and among Winsome Metropolitan District No. 1, Winsome Metropolitan District No. 2, Winsome Metropolitan District No. 3, Winsome Metropolitan District No. 4, and Winsome, LLC.

Upon motion of Director Apaydin and second of Director Williams the Board voted unanimously approved the Intergovernmental Agreement.

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Consider Adoption of Resolution Designating an Official Custodian for the Colorado Open Records Act:

Ms. Ivey reviewed with the Board a Resolution Designating an Official Custodian for Purposes of the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S. and proposed rules to be adopted by the Official Custodian.

After discussion and review, upon the motion of Director DesJardin and second of Director Williams the Board of Directors unanimously 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.

### 2021 Bonds -

Consider adoption of a resolution authorizing the issuance of its General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3) in the maximum principal amount of \$10,000,000 for the purpose of paying or reimbursing the costs of public improvements for the District:

Mr. Thomas reported that the market study and cash flow analysis have been completed. He reported that he expects to post the public offering document on July 7, 2021, for a bond closing on July 14, 2021.

Ms. Leichman then reviewed with the Board the resolution authorizing the issuance of its General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3) in the maximum principal amount of \$10,000,000 for the purpose of paying or reimbursing the costs of public improvements for the District. She advised the Board that a District Representative and a Sales Representative would need to be appointed to sign documents necessary for the bond closing.

Following discussion and review, upon the motion of Director Apaydin and second of Director Williams the Board of Directors unanimously approved to adopt the resolution and to appoint Director Apaydin as the District Representative and Sales Representative.

Consider Approval of a Capital Pledge Agreement by and between Winsome Metropolitan District

Ms. Ivey reviewed with the board the Capital Pledge Agreement by and between Winsome Metropolitan District No. 2, Winsome Metropolitan District No. 3 and UMB Bank, N.A.

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No. 2, Winsome Metropolitan District No. 3 and UMB Bank, N.A.:

Following discussion and review, upon the motion of Director Apaydin and second of Director Williams the Board of Directors unanimously approved the Agreement.

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

There were no additional documents to approve.

### Financial Matters -

Payment/Ratification of Claims:

There were no claims for the Board to approve.

Public Hearing on Proposed 2021 Budget Amendment:

Upon the motion of Director DesJardin and second of Director Williams the Board of Directors voted unanimously to open the public hearing on the proposed 2021 budget amendment consistent with published notice. There appearing no member of the public present, upon the motion of Director Apaydin and second of Director Williams the Board of Directors voted unanimously to close the public hearing on the proposed 2021 budget amendment.

Consider Approval of proposed 2021 Budget Amendment and Appropriate Sums of Money:

Ms. Wheeler reviewed the proposed 2021 budget amendment with the Board and Ms. Ivey presented to the Board of Directors a Resolution for approval and adoption of the 2021 budget amendment, appropriating funds therefore.

Following review and upon motion of Director Apaydin and second of Director Williams the Board of Directors unanimously approved the 2021 budget amendment.

### Other Business:

Director DesJardin reported on the status of construction, noting that paving and road striping is underway. Trail and common area improvements will be constructed in the near future.

Ms. Wheeler inquired as to the timing for the first anticipated capital funding requisition from Bond proceeds; Mr. DesJardin expects to be submitting project funding requisitions as early as mid-August.

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Adjournment:

There being no further business to come before the Board, upon motion of Director Apaydin, second of Director Williams and unanimous vote, the meeting was adjourned at 12:28 p.m.

DocuSigned by:

*Tamrin Apaydin*

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Secretary of the Meeting