

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Thursday, July 29, 2021, at 1:00 p.m., at 1864 Woodmoor Drive, Suite 100 Monument, Colorado 80132 and the following telephone and/or electronic location:

<https://us02web.zoom.us/j/7636703470> Meeting ID: 763 670 3470; or via telephone Dial-In

Number: 1-720-707-2470 Meeting ID: 763 670 3470 Passcode: #.

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
Joseph DesJardin, Secretary
Tamrin Apaydin, Treasurer/Assistant Secretary
Charlie Williams, Assistant Secretary

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

Jerry D. Biggs, Assistant Secretary

Also present were:

AJ Beckman, Public Alliance, LLC (*via video/telephone conference*); 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:

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 approximately 1:03 p.m.

Director 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

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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 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 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 Andrew Biggs and second of Director Apaydin, the Board of Directors unanimously approved the agenda as presented and excused the absence of Jerry D. Biggs, Assistant Secretary.

Public Comment for Matters
not on the agenda:

None.

Approval of Minutes -
Consider Approval of
June 21, 2021 Special
Meeting Minutes:

Upon motion duly made by Director DesJardin and second of Director Williams, the Board unanimously approved the minutes as presented.

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Legal Matters: None.

2021 Bonds -

Engineer's Certification and Cost Verification Report prepared by Schedio Group, LLC for reimbursement of project costs to Winsome, LLC:

The Board reviewed the July 29, 2021 Engineer's Certification and Cost Verification Report prepared by Schedio Group, LLC. Ms. Ivey noted that pursuant to the report expenditures totaling \$3,152,171.75 were verified as public costs associated with operations and maintenance, organizational, and capital expenditures. Of the total verified costs, the report recommends reimbursement to the developer for organizational and capital expenditures in the amount of \$3,089,376.05.

Upon the motion of Director DesJardin and second of Director Williams, the Board of Directors voted unanimously to approve the report.

Requisition No. 1 to the project fund of the 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 to the District:

Ms. Wheeler reviewed Requisition No. 1 to the project fund of the 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 to the District, in the amount of \$3,089,376.05 with the Board.

Following discussion and review, upon the motion of Director Apaydin and second of Director Andrew Biggs, the Board of Directors voted unanimously to approve Requisition No. 1, in the amount of \$3,089,376.05.

Financial Matters -

Payment/Ratification of Claims:

It was noted that District No. 1, as the Operating District, should consider the payment all claims. No action was taken.

Other Business:

None.

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 1:20 p.m.

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DocuSigned by:

Joseph W. DesJardin

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Secretary of the Meeting