

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Monday, December 20, 2021 at 9:00 a.m., at the following telephone and/or electronic location:

<https://us02web.zoom.us/j/763670470>, Meeting ID: 763 670 3470, Passcode: #; or via telephone Dial-In Number: 1-720-707-2699, 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 Director was absent (*absence excused*):

Jerry D. Biggs, Assistant Secretary

Also present were: Alicia J. Corley, Icenogle Seaver Pogue, P.C.; AJ Beckman and Noel Nail, Public Alliance, LLC; and Diane Wheeler, Simmons & Wheeler, PC.

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 9:05 a.m.

Directors Matters:

None.

Conflicts of Interest:

Ms. Corley 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

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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 her 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. Corley 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 Apaydin, second of Director Biggs, 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.

Legal Matters -

Engineer's Certification
and Cost Verification
Report No.2:

The Board reviewed the Engineer's Certification and Cost Verification Report No. 2 prepared by Schedio Group. LLC for reimbursement of project costs to Winsome, LLC.

Following discussion, upon motion of Director Apaydin and

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second of Director Biggs, the Board unanimously approved the Engineer’s Certification and Cost Verification Report No. 2.

Reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement:

Ms. Corley presented to and reviewed with the Board the Reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement.

Following discussion and review, upon motion of Director Apaydin and second of Director Williams, the Board unanimously approved the Reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement.

Requisition No. 2 in the amount of \$1,516,595.23 from Project Fund, General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3):

Ms. Wheeler reviewed Requisition No. 2 in the amount of \$1,516,595.23 from the Project Fund for the General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3) with the Board.

Following discussion and review, upon motion of Director Apaydin and second of Director Biggs, the Board unanimously approved Requisition No. 2, as presented.

Other Business:

None.

Adjournment:

There being no further business to come before the Board, upon motion of Director Apaydin, second of Director Biggs and unanimous vote, the meeting was adjourned at 9:16 a.m.

DocuSigned by:
Joe DesJardin
Secretary of the Meeting