

## 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: Thursday, August 11, 2022, at 9:30 a.m., at 1864 Woodmoor Drive, Suite 100, Monument, Colorado, and the following video/telephone conference: <https://us02web.zoom.us/j/81385004453?pwd=Y21aRGxKV0xCUIBqcGhaamlWVjgxQT09>, Meeting ID: 813 8500 4453, Passcode: 646349; or via telephone Dial-In Number: 1-669-444-9171.

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  
Jerry Biggs, Assistant Secretary

Also present were:

Alicia Corley, Icenogle Seaver Pogue, P.C. (*via video/telephone conference*); AJ Beckman and Noel Nail, Public Alliance, LLC (*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 9:30 a.m.

Directors Matters:

None.

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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 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.

Director Jerry 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.

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:

Following discussion, upon motion of Director Apaydin and second of Director Andrew Biggs, the Board of Directors unanimously approved the agenda as amended to correct amount in the Engineer's Certification and Cost Verification Report No. 3, add discussion of acceptance of public

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	improvements to the District, and remove approval of payment of claims and unaudited financial statements.
Public Comment for Matters not on the Agenda:	None
November 4, 2021 Special Meeting Minutes, and December 20, 2021 Special Meeting Minutes:	Following discussion, and upon motion of Director DesJardin, second of Director Williams, and unanimous vote, the Board of Directors approved the minutes of the November 4, 2021 Special Meeting and the December 20, 2021 Special Meeting.
Financial Matters:	None.
Legal Matters - Engineer's Certification and Cost Verification Report No. 3:	Ms. Corley presented to and reviewed with the Board the Engineer's Certification and Cost Verification Report No. 3 prepared by Schedio Group, LLC in the amount of \$2,137,304.69.  Following review, upon motion of Director Apaydin, second of Director Andrew Biggs, and unanimous vote, the Board of Directors approved the Engineer's Certification and Cost Verification Report No. 3.
Reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement:	Ms. Corley presented to and reviewed with the Board the Reimbursement under the June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement.  Following review, upon motion of Director Apaydin, second of Director Andrew Biggs, and unanimous vote, the Board of Directors approved the reimbursement.
Requisition No. 3:	Ms. Corley presented to and reviewed with the Board Requisition No. 3 in the amount of \$2,137,304.69 from Project Fund, General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3).  Following discussion, upon motion of Director Apaydin, second of Director Andrew Biggs, and unanimous vote, the Board of Directors approved Requisition No. 3.

### Other Business -

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Acceptance of District  
Improvements:

Director Williams inquired of the processes and timing for acceptance of public improvements.

Ms. Corley reported that a warranty deed and bill of sale are required, as well as certification in the Engineer's Report.

Director DesJardin asked which District the public improvements will be deeded to, and Ms. Corley responded that Winsome Metropolitan District 1 is intended to be the control district under the Service Plan.

Adjournment:

There being no further business to come before the Board, upon motion of Director DesJardin, second of Director Andrew Biggs, and unanimous vote, the meeting was adjourned at 9:53 a.m.

DocuSigned by:

*Joe DesJardin*

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Secretary of the Meeting