

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

WINSOME METROPOLITAN DISTRICT NO. 3

Held: Monday February 13, 2023, at 1:30 p.m., via an online meeting at: <https://us02web.zoom.us/j/85222890327>
Meeting ID: 852 2289 0327 Or
Dial-In Number: 1 719 359 4580 Meeting ID: 852 2289 0327

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

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

Jerry Biggs, Assistant Secretary

Also present were: Jennifer L. Ivey, and Alicia Corley, Icenogle Seaver Pogue, P.C.; AJ Beckman, Justin Janca and Geol Scheirman, Public Alliance, LLC; and Diane Wheeler, Simmons & Wheeler P.C.

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 1:31 p.m.

Directors Matters/Disclosure Matters:

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

RECORD OF PROCEEDINGS

nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

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 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 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.

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

Approval of/Additions To/
Deletions From the Agenda:

Following review and discussion, and upon motion duly made by Director Apaydin, second by Director Andrew Biggs, and upon vote, unanimously carried, the Board approved the agenda as presented and the absence of Director Jerry Biggs was noted and excused.

Public Comment:

None.

November 3, 2022 Regular
Meeting Minutes:

Following discussion, upon motion duly made by Director DesJardin, second by Director Williams, and upon vote, unanimously carried, the Board approved the minutes of the November 3, 2022 Regular Meeting as presented.

Manager Matters

Update on May 2, 2023 Directors Election: Mr. Beckman updated the Board on the upcoming Directors Election.

RECORD OF PROCEEDINGS

Financial Matters

December 31, 2022 Unaudited Financial Statements:
Nothing to present. No action was taken.

Legal Items

Engineer's Certification and Cost Verification Report No. 4 prepared by Schedio Group LLC: Ms. Corley presented the Engineer's Certification and Cost Verification report.

Following discussion, upon motion duly made by Director Andrew Biggs, second by Director Apaydin, and upon vote, unanimously carried, the Board approved the Engineer's Certification and Cost Verification Report No. 4 prepared by Schedio Group LLC for reimbursement of project costs to Winsome LLC, in the amount of 1,600,158.68.

Reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement: Ms. Corley presented the reimbursement report under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement.

Following discussion, upon motion duly made by Director Andrew Biggs, second by Director Apaydin, and upon vote, unanimously carried, the Board approved reimbursement under June 21, 2021 Advance and Reimbursement and Facilities Acquisition Agreement.

Requisition No. 4 in the amount of \$1,600,158.68 from Project Fund, General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3) : Ms. Corley presented Requisition No. 4, in the amount of \$1,600,158.68, from Project Fund, General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3).

Following discussion, upon motion duly made by Director Andrew Biggs, second by Director Apaydin, and upon vote, unanimously carried, the Board approved Requisition No. 4, in the amount of \$1,600,158.68 from Project Fund, General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3).

Resolution Approving an Amendment to the Consolidated Service Plan for Winsome Metropolitan District Nos. 1-4: Ms. Ivey presented a resolution approving an amendment to the Consolidated Service Plan for Winsome Metropolitan District Nos. 1-4.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Apaydin, second by Director Andrew Biggs, and upon vote, unanimously carried, the Board approved the resolution approving an amendment to the Consolidated Service Plan for Winsome Metropolitan District Nos. 1-4.

Other Business -

None.

Adjourn:

There being no further business to come before the Board, upon motion duly made by Director Andrew Biggs, second by Director Apaydin, and upon vote, unanimously carried, the meeting was adjourned at 2:15 p.m.

DocuSigned by:

Joe DesJardin

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Secretary of the Meeting