

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

CLOVERLEAF METROPOLITAN DISTRICT

Held: Monday February 13, 2023, at 1:00 p.m., via an online meeting at: <https://us02web.zoom.us/j/7636703470>

Meeting ID: 763 670 3470

Participant Code: press #

Attendance:

A special meeting of the Board of Directors of Cloverleaf Metropolitan District 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, 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 Cloverleaf Metropolitan District (the "District") at 1:01 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

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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:

After review and discussion, and upon motion duly made by Director Biggs, second by Director Apaydin, and unanimous vote, the Board of Directors approved the agenda, as presented, and the absence of Director Jerry Biggs was excused.

Public Comment:

None.

November 3, 2022 Regular
Meeting Minutes:

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

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Manager Matters –

Update on May 2, 2023
Directors Election:

Mr. Beckman updated the Board on the upcoming Directors Election.

Legal Items –

Review and consider approval
of Engineer’s Certification
and Cost Verification
Report No. 2

Ms. Corley presented the Engineer’s Certification and Cost Verification Report No. 2, prepared by Schedio Group, LLC.

Following discussion, upon motion duly made by Director Apaydin, second by Director Biggs, and unanimous vote, the Board of Directors approved the Engineer’s Certification and Cost Verification Report No. 2, prepared by Schedio Group, LLC, for reimbursement of project costs to PT Cloverleaf, LLC, in the amount of \$2,793,369.98, subject to finalization of documentation and waiver of requirements.

Review and consider approval
of Reimbursement under
January 21, 2022 Advance
and Reimbursement and
Facilities Acquisition
Agreement

Ms. Corley presented the Reimbursement under January 21, 2022 Advance and Reimbursement and Facilities Acquisition Agreement.

Following discussion, upon motion duly made by Director Apaydin, second by Director Biggs, and unanimous vote, the Board of Directors approved the Reimbursement under January 21, 2022 Advance and Reimbursement and Facilities Acquisition Agreement, subject to finalization of documentation and waiver of requirements.

Review and consider approval
of Requisition No. 2 in the
amount of \$2,803,144.86 from
Project Fund, General
Obligation Limited Tax
Bonds, Series 2022A

Ms. Corley presented Requisition No. 2, in the amount of \$2,803,144.86, from Project Fund General Obligation Limited Tax Bonds, Series 2022A.

Following discussion, upon motion duly made by Director Apaydin, second by Director Biggs, and unanimous vote, the Board of Directors approved Requisition No. 2, in the amount of \$2,803,144.86, from Project Fund General Obligation Limited Tax Bonds, Series 2022A, subject to finalization of documentation and waiver of requirements.

Review and consider approval
of First Amendment to
Consulting Services
Agreement with Schedio
Group LLC

Ms. Ivey presented to the Board a First Amendment to Consulting Services Agreement between the District and Schedio Group LLC.

Following discussion, upon motion duly made by Director Biggs, second by Director Apaydin, and unanimous vote, the

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	<p>Board of Directors approved the First Amendment to Consulting Services Agreement between the District and Schedio Group LLC.</p>
<p>Financial Matters - Payment of Claims:</p>	<p>Ms. Wheeler reviewed with the Board the payment of claims for the period ending February 13, 2023, in the amount of \$21,532.86.</p> <p>Following discussion, upon motion duly made by Director Apaydin, second by Director Biggs, and unanimous vote, the Board approved the payment of claims, in the amount of \$21,532.86, subject to verifying that the Schedio Requisition No. 3 has been reviewed.</p>
<p>Unaudited Financial Statements:</p>	<p>Ms. Wheeler reviewed with the Board the Unaudited Financial Statements for the period ending December 31, 2022.</p> <p>Following discussion, upon motion duly made by Director Biggs, second by Director DesJardin, and unanimous vote, the Board approved the unaudited financial statements for the period ending December 31, 2022.</p>
<p>Other Business -</p>	<p>None.</p>
<p>Adjourn:</p>	<p>There being no further business to come before the Board, upon motion of Director Biggs, second of Director DesJardin, and unanimous vote, the meeting was adjourned at 1:25 p.m.</p>

DocuSigned by:
Joe DesJardin
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Secretary of the Meeting