

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER
METROPOLITAN DISTRICT NO. 3 (the “District”)
HELD
APRIL 7, 2021**

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 3 (referred to hereafter as “Board”) was convened on Wednesday, the 7th day of April, at 4:00 P.M. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via Zoom video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Tamblyn (via Zoom)
Mark A. Waggoner (via Zoom)

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via Zoom)

Paula Williams, Esq. and Erica Montague, Esq.; McGeady Becher P.C (via Zoom)

Thuy Dam; CliftonLarsonAllen LLP (via Zoom)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board and to the Secretary of State. Attorney Williams requested members of the Board disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. It was further noted by Attorney Williams that all Directors’ Disclosure Statements have been filed and no additional conflicts were disclosed.

ADMINISTRATIVE MATTERS

Quorum / Meeting Location / Posting of Meeting Notices: Attorney Williams noted that a quorum was present. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s board meeting. The Board determined that, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the

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spread of the virus by limiting in-person contact, the meeting would be held via Zoom video/telephone conference without any individuals (neither District Representatives nor the General Public) attending in person. Ms. Finn reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed have been received from any taxpaying electors within the District boundaries.

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Agenda was approved, as amended.

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the December 2, 2020 Special Meeting.
- Ratify approval of payment of claims for the period beginning December 1, 2020 through March 31, 2021 totaling \$248,140.47.
- Ratify approval of Service Agreement for Site Lighting Services between the District and Colorado Lighting, Inc.

Following review, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

PUBLIC COMMENT

There was no public comment.

FINANCIAL MATTERS

2020 Audit: Ms. Dam reviewed the 2020 Audit with the Board.

Following review and discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved the 2020 Audit and authorized execution of the Representations Letter, subject to final review by Director Tamblyn, Attorney Williams and receipt of an unmodified opinion letter from the Auditor.

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LEGAL MATTERS

Operations Financing Intergovernmental Agreement between Prairie Center Metropolitan District No. 1 and Prairie Center Metropolitan District No. 3:

The Board deferred discussion.

Confidentiality Agreement between the District and the City of Brighton: The Board deferred discussion.

CAPITAL IMPROVEMENTS

Construction Status Report for Prairie Center Retail 3 Project: Director Tamblyn noted the one-year warranty period is expiring and he is currently working with the City of Brighton on final acceptance of the roads.

OPERATIONS

Utility Locate Services Agreement between the District and Diversified Underground Inc.: The Board reviewed the Utility Locate Services Agreement between the District and Diversified Underground Inc.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved the Utility Locate Services Agreement between the District and Diversified Underground Inc.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded by and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By



Secretary for the Meeting