

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER
METROPOLITAN DISTRICT NO. 3 (the “District”)
HELD
JULY 22, 2020**

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 22nd day of July, 2020, at 11:00 A.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 telephone conference. There was one person present at the physical location at the Construction Trailer, 16888 E. 144th Avenue, Brighton, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Tamblyn (in person at the meeting location and also via phone)
Mark A. Waggoner (via phone)

Also In Attendance Were:

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

Paula Williams, Esq. and Kathy Kanda, Esq.; McGeady Becher P.C (via phone)

Thuy Dam; CliftonLarsonAllen LLP (via phone)

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 confirmed the presence of a quorum. 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

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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 meeting would be held by telephonic means, and encouraged public participation via telephone. There was one person at the physical meeting location as posted. The Board further noted that notice of the time, date and location was duly posted and that that no objections to the telephonic manner of the meeting, or any requests that the telephonic manner of the meeting be changed have been received from 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 presented.

May 5, 2020 Regular Election: Ms. Finn noted for the Board that the May 5, 2020 election was cancelled by the Designated Election Official, as permitted under Colorado law, because there were not more candidates than positions available on the Board of Directors. Director Waggoner was deemed elected to a 3-year term ending in May 2023. The Board discussed the vacancies on the Board.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Tamblyn seconded by Director Waggoner and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Michael Tamblyn
Treasurer	Mark Waggoner
Secretary	Ann E. Finn

Administrative Plans: The Board discussed the Administrative Plans prepared for submittal to the City of Brighton.

Following discussion, upon motion duly made by Director Tamblyn seconded by Director Waggoner and, upon vote, unanimously carried, the Board authorized the District Secretary to update, sign and submit to the City of Brighton the Administrative Plans for Prairie Center Metropolitan District Nos. 2, 3, 4, 6, 8 and 10.

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Consent Agenda: The Board considered the following actions:

- Approve Minutes of the December 4, 2019 regular meeting.
- Ratify appointment of District Accountant to prepare the 2021 Budget and set date for public hearing to adopt the 2021 Budget for December 2, 2020 at 4:00 p.m. at the regular meeting location.
- Ratify approval of payment of claims for the period beginning December 23, 2019 through June 23, 2020 totaling \$699,308.61.

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

2019 Audit: Ms. Dam reviewed the 2019 Audited Financial Statements 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 2019 Audited Financial Statements and authorized execution of the Representations Letter.

LEGAL MATTERS

Amended and Restated Intergovernmental Agreement Regarding Assignment of Revenues between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 7: Attorney Kanda reviewed with the Board the Amended and Restated Intergovernmental Agreement Regarding Assignment of Revenues between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 7.

Following review and discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved the Amended and Restated Intergovernmental Agreement Regarding Assignment of Revenues between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 7.

Intergovernmental Agreement Regarding Confidentiality of Public Improvements Fee Information between the District and the City of Brighton: Attorney Kanda reviewed with the Board the Intergovernmental Agreement

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Regarding Confidentiality of Public Improvements Fee Information between the District and the City of Brighton.

Following review and discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved the Intergovernmental Agreement Regarding Confidentiality of Public Improvements Fee Information between the District and the City of Brighton, subject to final comment and revision by Legal Counsel.

Prairie Center Metropolitan District No. 7 Limited Tax General Obligation Bonds, Series 2020: Attorney Kanda discussed with the Board the issuance of the Prairie Center Metropolitan District No. 7 Limited Tax General Obligation Bonds, Series 2020.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board authorized any necessary actions by the District that may be required in connection with the issuance of the Prairie Center Metropolitan District No. 7 Limited Tax General Obligation Bonds, Series 2020.

Operations Financing Intergovernmental Agreement between the District and Prairie Center Metropolitan District No. 1: Attorney Kanda discussed with the Board a possible Operations Financing Intergovernmental Agreement between the District and Prairie Center Metropolitan District No. 1.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board authorized Legal Counsel to prepare an agreement and authorized Director Tamblyn to execute the agreement as President of the District.

CAPITAL IMPROVEMENTS

Construction Status Report for Prairie Center Retail 3 Project: Director Tamblyn reported to the Board that the Retail 3 Project is 100% complete, the retainage has been released, and the project has received initial acceptance by the City of Brighton.

OPERATIONS

Service Agreement for Landscape Maintenance Services for Village No. 5 Park between the District and Vargas Property Services, Inc.: Director Tamblyn reviewed with the Board a Service Agreement for Landscape Maintenance Services for Village No. 5 Park between the District and Vargas Property Services, Inc.

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Following review, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement for Landscape Maintenance Services for Village No. 5 Park between the District and Vargas Property Services, Inc.

Service Agreement for Remote Water Level Monitoring and Equipment between the District and Colorado Water Well Corp: Director Tamblyn reviewed with the Board a Service Agreement for Remote Water Level Monitoring and Equipment between the District and Colorado Water Well Corp.

Following review, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement for Remote Water Level Monitoring and Equipment between the District and Colorado Water Well Corp.

ADJOURNMENT

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

Respectfully submitted,

By *Ann Finn*
Secretary for the Meeting