

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER
METROPOLITAN DISTRICT NO. 1 (the “District”)
HELD
AUGUST 2, 2023**

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 1 (referred to hereafter as “Board”) was convened on Wednesday, August 2, 2023 at 4:00 P.M. This 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

Also In Attendance Were:

Peggy Ripko; Special District Management Services, Inc.

Kathy Kanda, Esq.; McGeady Becher P.C.

Cecilia Wang; CliftonLarsonAllen LLP

ADMINISTRATIVE MATTERS

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 Kanda 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 Kanda that all Directors’ Disclosure Statements have been filed and no additional conflicts were disclosed.

Quorum / Meeting Location / Posting of Meeting Notices: Attorney Kanda 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 the meeting would be held via Zoom video/telephone conference without any individuals (neither District Representatives nor the General Public) attending in person. Ms. Ripko 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.

RECORD OF PROCEEDINGS

Agenda: Ms. Ripko 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 and, upon vote, unanimously carried, the Agenda was approved, as presented.

Resignation and Appointment of Secretary to the Board: Following discussion, upon motion duly made by Director Tamblyn and, upon vote, unanimously carried, the Board acknowledged the resignation of Ann Finn as Secretary to the Board and appointed Peggy Ripko as Secretary to the Board.

Minutes: The Board reviewed the minutes of the April 5, 2023 Regular Meeting.

Following review, upon motion duly made by Director Tamblyn and, upon vote, unanimously approved the minutes of the April 5, 2023 Regular Meeting.

PUBLIC COMMENT

There was no public comment.

FINANCIAL MATTERS

There were no financial matters.

LEGAL MATTERS

There were no legal matters.

ADMINISTRATIVE MATTERS
(continued)

Appointment of Director: The Board considered the appointment of qualified individual Richard Merkel to fill a vacancy on the Board of Directors. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was published in a newspaper having general circulation in the District and that no Letters of Interest from qualified eligible electors were received within ten (10) days of such publication.

Following discussion, upon motion duly made by Director Tamblyn and, upon vote, unanimously carried, the Board appointed Richard Merkel to fill a vacant position on the Board of Directors, effective at the end of the meeting. The Oath of Director was administered.

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

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

RECORD OF PROCEEDINGS

President
Treasurer
Secretary

Mike Tamblyn
Richard Merkel
Peggy Ripko

OTHER BUSINESS

There was no other business.

ADJOURNMENT

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

Respectfully submitted,

By



Secretary for the Meeting