

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER
METROPOLITAN DISTRICT NO. 10 (the “District”)
HELD
AUGUST 2, 2023**

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 10 (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.

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Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director Tamblyn, seconded, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted at least 24 hours prior to each meeting on the District's website at: <https://prairiecentermd.colorado.gov> or if posting on the website is unavailable, notice will be posted at the following physical location within the District's boundaries: on a post within the boundaries of the District.

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.

Results of Cancelled May 2, 2023 Regular Directors' Election (the "Election"): Ms. Ripko informed the Board that the Election was cancelled, as permitted by statute, as there were not more candidates than positions available. There were no candidates for the open positions and the four existing vacancies on the Board were confirmed.

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 December 7, 2022 Regular Meeting.

Following review, upon motion duly made by Director Tamblyn and, upon vote, unanimously approved the minutes of the December 7, 2022 Regular Meeting.

PUBLIC COMMENT There was no public comment.

FINANCIAL MATTERS There were no financial matters.

LEGAL MATTERS **Engagement of Ballard Spahr LLP**: The Board discussed the engagement of Ballard Spahr LLP as Bond Counsel.

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Following review, upon motion duly made by Director Tamblyn and, upon vote, unanimously approved the engagement of Ballard Spahr LLP as Bond Counsel, and authorized execution of Bond Counsel Engagement Agreement.

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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:

President	Mike Tamblyn
Treasurer	Richard Merkel
Secretary	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