

## RECORD OF PROCEEDINGS

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**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER  
METROPOLITAN DISTRICT NO. 3 (the “District”)  
HELD  
AUGUST 3, 2022**

A regular meeting of the Board of Directors of the Prairie Center Metropolitan District No. 3 (referred to hereafter as “Board”) was convened on Wednesday, the 3rd day of August, 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 (via Zoom)  
Mark A. Waggoner (via Zoom)

#### Also In Attendance Were:

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

Kathy Kanda, Esq.; McGeady Becher P.C (via Zoom for a portion of the meeting)

Cecilia Wang; 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. Ms. Finn 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 Ms. Finn that all Directors’ Disclosure Statements have been filed and no additional conflicts were disclosed.

### ADMINISTRATIVE MATTERS

Quorum / Meeting Location / Posting of Meeting Notices: Ms. Finn 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. Finn reported that notice was duly posted and that no objections to the video/telephonic manner

## RECORD OF PROCEEDINGS

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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 regular 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.

**May 3, 2022 Election:** Ms. Finn reported to the Board that the Election on May 3, 2022 was cancelled as permitted by statute, as there were not more candidates than seats available. Director Tamblyn was deemed elected to a 3-year term ending in May 2025. 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
Secretary	Ann E. Finn

**Consent Agenda:** The Board considered the following actions:

- Approve Minutes of the April 6, 2022 Regular Meeting.
- Ratify approval of payment of claims for the period beginning April 1, 2022 through July 28, 2022 totaling \$474,394.49.
- Ratify approval of Service Agreement for Concrete and Asphalt Work between the District and Alliance Commercial Maintenance Services, Inc.
- Ratify approval of Service Agreement for Final Engineering and Construction Plans between the District and JR Engineering, LLC.

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.

## RECORD OF PROCEEDINGS

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### FINANCIAL MATTERS

**Cash Position Statement:** Ms. Wang reviewed with the Board the cash position statement as of June 30, 2022, updated as of July 28, 2022.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board accepted the cash position statement as of June 30, 2022, updated as of July 28, 2022.

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### LEGAL MATTERS

**Formation of New Prairie Center Districts:** Director Tamblyn reported on ongoing discussions with legal counsel regarding the possible need to organize additional districts and amend the Service Plans of existing districts to accommodate the financing of public improvements to serve additional development in Prairie Center. No action was taken by the Board.

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### CAPITAL IMPROVEMENTS

**Potential Public Road Extension Projects for Prairie Center Retail Two and Prairie Center Retail Three (“Projects”) and Available Funding for the Projects:** Director Tamblyn provided an update on the Projects.

*Work Order No. 2:*

The Board discussed Work Order No. 2 to the Master Service Agreement between the District and Redland Consulting Group, Inc., for design work for the roads and utilities for the Projects.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved Work Order No. 2 to the Master Service Agreement between the District and Redland Consulting Group, Inc., for design work for the roads and utilities for the Projects, for an amount not to exceed \$75,000 for each Project.

*Construction Committee:* The Board discussed appointing a Construction Committee to review bids and, consultation with Redland Consulting Group, Inc. to bid and award the Construction Contract for the Projects.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board appointed Director Tamblyn as the sole member of the Construction Committee and authorized him to work with Redland Consulting Group, Inc. on the bid process, review bids, and award the necessary contract(s) for the Projects, for an amount not to exceed \$1.5 million for each Project (combined total of \$3 million).

## RECORD OF PROCEEDINGS

---

**Work Order #3 to Master Agreement for Engineering Services between the District and Redland Consulting Group, Inc. for Construction Management for Prairie Center Village V Park – Phase 2:** Director Tamblyn provided an update to the Board on the park project.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved Work Order #3 to the Master Agreement for Engineering Services between the District and Redland Consulting Group, Inc. for Construction Management for Prairie Center Village V Park – Phase 2.

**Service Agreement between the District and Alliance Commercial Maintenance for Annual Asphalt Repairs:** The Board reviewed the Service Agreement between the District and Alliance Commercial Maintenance for annual asphalt repairs.

Following review, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved the Service Agreement between the District and Alliance Commercial Maintenance for annual asphalt repairs.

**Prairie Center Regional Detention Ponds and Regional Outfall Project (the “Project”):**

*Solicitation of Bids for the Project:* The Board discussed authorizing JR Engineering LLC to solicit bids for the Project.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board authorized JR Engineering LLC to solicit bids for the Project.

*Construction Committee:* The Board discussed appointing a Construction Committee to review bids and, in consultation with JR Engineering LLC to award the Construction Contract for the Project.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board appointed Director Tamblyn as the sole member of the Construction Committee and authorized him to work with Redland Consulting Group, Inc. on the bid process, review bids, and award the necessary contract(s) for the Project.

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## RECORD OF PROCEEDINGS

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### OPERATIONS

**2023 Service Agreements for Operations and Maintenance Services:** The Board discussed 2023 Service Agreements for operations and maintenance services.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board authorized Director Tamblyn to negotiate the terms of the Service Agreements for operations and maintenance services.

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### OTHER MATTERS


**Resignation of Director:** The Board acknowledged the resignation of Director Waggoner, effective as of August 4, 2022 and thanked Director Waggoner for his many years of service.

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### 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   
Secretary for the Meeting