

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER METROPOLITAN DISTRICT NO. 2 (the “District”) HELD DECEMBER 2, 2020

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 2 (referred to hereafter as “Board”) was convened on Wednesday, the 2nd day of December, 2020, 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

D 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)

Elizabeth Cortese, 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 Cortese noted that a quorum was present and requested members of the Board to 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 Cortese that all Directors’ Disclosure Statements have been filed and no additional conflicts were disclosed.

ADMINISTRATIVE MATTERS

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 Waggoner, seconded by Director Tamblyn and, upon vote, unanimously carried, the Agenda was approved, as presented.

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Quorum / Meeting Location / Posting of Meeting Notices: Attorney Cortese 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 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.

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
Vice President/Treasurer	Mark Waggoner
Secretary	Ann E. Finn

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the December 4, 2019 Regular Meeting.
- Ratify approval, execution and filing of Application for Exemption from Audit for 2019.
- Authorize District Manager to post transparency notice on the SDA Website pursuant to Section 32-1-809, C.R.S.
- Authorize CliftonLarsonAllen LLP to prepare Application for Exemption from Audit for 2020 and file application with the State Auditor.

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.

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Resolution No. 2020-12-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices: The Board reviewed Resolution No. 2020-12-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

The Board determined to meet on April 7, 2021 and December 1, 2021 at 4:00 p.m. at the Kacey Building, 1201 Auraria Pkwy, Denver, Colorado.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board adopted Resolution No. 2020-12-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

FINANCIAL MATTERS

2020 Budget Amendment Hearing: The President opened the public hearing to consider a Resolution to Amend the 2020 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2020 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. There were no comments from the public in attendance and the public hearing was closed.

Following discussion, the Board determined that a 2020 Budget Amendment was not needed.

2021 Budget: The President opened the public hearing to consider the proposed 2021 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2021 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

No public comments were received, and the public hearing was closed.

Ms. Dam reviewed the estimated 2020 expenditures and the proposed 2021 expenditures. It was noted that no mill levy will be certified.

Following discussion, the Board considered the adoption of Resolution No. 2020-12-02 to Adopt the 2021 Budget and Appropriate Sums of Money. Upon

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motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, Resolution No. 2020-12-02 was adopted, as discussed, and execution of the Certification of Budget was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2020. The District Accountant was directed to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2021. A copy of the adopted Resolution is attached to these Minutes and incorporated herein by this reference.

DLG-70 Mill Levy Certification: Ms. Dam discussed with the Board the DLG-70 Mill Levy Certification form.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 mill levy certification form, for certification to the Board of County Commissioners and other interested parties.

Preparation of the 2022 Budget: The Board discussed preparation of the 2022 Budget.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner, and upon vote, unanimously carried, the Board appointed CliftonLarsonAllen LLP to prepare the 2022 Budget, and directed that the 2022 Budget be the same as the 2021 Adopted Budget, unless a Board Member provides input to otherwise adjust those assumptions.


LEGAL MATTERS

There were no legal matters to discuss at this time.

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