

## RECORD OF PROCEEDINGS

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**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER  
METROPOLITAN DISTRICT NO. 8 (the “District”)  
HELD  
DECEMBER 7, 2022**

A regular meeting of the Board of Directors of the Prairie Center Metropolitan District No. 8 (referred to hereafter as “Board”) was convened on Wednesday, the 7<sup>th</sup> day of December, 2022 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:**

Ann E. Finn; Special District Management Services, Inc.

Kathy Kanda, Esq.; McGeady Becher P.C

Thuy Dam; 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. 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.

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**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Tamblyn 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. 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 and, upon vote, unanimously carried, the Agenda was approved, as presented.

**May 3, 2022 Election:** Ms. Finn advised the Board that the May 3, 2022 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were not more candidates than positions available on the Board of Directors. It was noted that Director Tamblyn was deemed elected to a 3-year term ending in May, 2025, and that the existing Board vacancies were confirmed.

**Resignation of Mark Waggoner:** The Board discussed the resignation of Mark Waggoner from the Board of Directors.

Following discussion, upon motion duly made by Director Tamblyn and, upon vote, unanimously carried, the Board acknowledged the resignation of Mark Waggoner from the Board of Directors, effective August 4, 2022.

**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 were appointed:

|                     |                 |
|---------------------|-----------------|
| President/Treasurer | Michael Tamblyn |
| Secretary           | Ann E. Finn     |

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

- Approve Minutes of the December 1, 2021 Special Meeting.
- Ratify approval, execution and filing of Application for Exemption from Audit for 2021.
- Authorize CliftonLarsonAllen LLP to prepare Application for Exemption from Audit for 2022 and file application with the State Auditor.

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- Authorize District Manager to post transparency notice on the SDA Website and District Website pursuant to Section 32-1-809, C.R.S.

Following review, upon motion duly made by Director Tamblyn and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

**Resolution No. 2022-12-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices:** The Board reviewed Resolution No. 2022-12-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

The Board determined to meet on Wednesday December 6, 2023 at 4:00 p.m. via Zoom.

Following discussion, upon motion duly made by Director Tamblyn and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

**PUBLIC COMMENT** There was no public comment.

### **FINANCIAL MATTERS**

**2022 Budget Amendment Hearing:** The President opened the public hearing to consider amendment of the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 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.

The Board determined that no amendment to the 2022 Budget was necessary.

**2023 Budget Hearing:** The President opened the public hearing to consider the proposed 2023 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2023 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.

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Ms. Dam reviewed with the Board the estimated 2022 expenditures and the proposed 2023 expenditures. It was noted that the District will not impose a mill levy.

Following discussion, the Board considered the adoption of Resolution No. 2022-12-02 to Adopt the 2023 Budget and Appropriate Sums of Money. Upon motion duly made by Director Tamblyn and, upon vote, unanimously carried, Resolution No. 2022-12-02 was adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies (zero mill levy) was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2022. The District Accountant was directed to transmit the Certification of Mill Levies (zero mill levy) to the Board of County Commissioners of Adams County not later than December 15, 2022. The District Accountant was also directed to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2023. A copy of the adopted Resolution is attached to these Minutes and incorporated herein by this reference.

**DLG-70 Certification of Tax Levies Form (“Certification”)**: Following discussion, upon motion duly made by Director Tamblyn and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare the Certification, authorized Director Tamblyn to sign the Certification, and directed the District Accountant to file the Certification with the Board of County Commissioners and other interested parties.

**CliftonLarsonAllen LLP 2023 Statement of Work**: The Board reviewed the CliftonLarsonAllen LLP 2023 Statement of Work for Prairie Center MD No. 8.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved and consented to the terms of the CliftonLarsonAllen LLP 2023 Statement of Work for Prairie Center MD No. 8.

**2024 Budget Preparation**: The Board discussed the preparation of the 2024 Budget.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget. The Board determined to hold the public hearing to consider adoption of the 2024 Budget on Wednesday December 6, 2023, at 10:00 a.m., via Zoom.

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### LEGAL MATTERS

**May 2, 2023 Regular Directors' Election ("Election"):** The Board discussed the Election.

Following discussion, upon motion duly made by Director Tamblyn and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-03; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing Ann Finn as Designated Election Official ("DEO") and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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### OTHER BUSINESS

There was no other business.

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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 and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By



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Secretary for the Meeting