MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER METROPOLITAN DISTRICT NO. 2 (THE "DISTRICT") HELD JULY 18, 2024

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 2 (referred to hereafter as the "Board") was convened on Thursday, July 18, 2024, at 11:00 a.m., and held via Zoom videoconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:
Michael Tamblyn, President
Richard Merkel, Treasurer

Also, In Attendance Were:
Peggy Ripko; Special District Management Services, Inc.

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

Thuy Dam and Aly Roland; CliftonLarsonAllen LLP

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested 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 statute. It was noted by Attorney Kanda that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

Quorum/Confirmation of Meeting Location/Posting of Notice: Ms. Ripko confirmed the presence of a quorum. 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. Following discussion, and upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board determined to conduct the meeting to conduct the meeting via videoconference/teleconference. It was further noted that notice of the time, date and location was duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within the District's boundaries have been received.

Agenda: The Board reviewed the agenda for the meeting.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board approved the agenda, as amended.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, 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. 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.

Minutes of the December 6, 2023 Regular Meeting: The Board reviewed the Minutes of the December 6, 2023 Regular Meeting.

Following review and discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board approved the Minutes of the December 6, 2023 Regular Meeting.

PUBLIC COMMENT

There were no public comments.

FINANCIAL MATTERS

2023 Audit Exemption: Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board ratified approval of the preparation, execution and filing of the Application for Exemption from Audit for 2023.

LEGAL MATTERS

November 5, 2024 Election: Attorney Kanda discussed with the Board the need to hold a mail ballot election on November 5, 2024 for the purposes of re-voting the District's debt authorization.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board adopted Resolution No. 2024-07-01, Resolution Calling a Special Election Within the District on November 5, 2024 to be Conducted as an Independent Mail Ballot Election, Submitting to the Eligible Electors of the District Questions Relating to the Issuance of Debt and Approving Other Matters in Connection Therewith.

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, seconded by Director Merkel and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By ________________________________
Secretary for the Meeting