

## RECORD OF PROCEEDINGS

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**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
(THE “DISTRICT”)  
HELD  
NOVEMBER 14, 2024**

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 3 (referred to hereafter as the “Board”) was convened on Thursday, November 14, 2024, at 2:00 p.m., and held via Zoom videoconference. The meeting was open to the public.

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### **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 Cortese Williams P.C.

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### **PUBLIC COMMENT**

There were no public comments.

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### **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

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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.

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### **LEGAL MATTERS**

**Fourth Amendment to Comprehensive Funding Plan, Master Development Agreement, Pre-Annexation Agreement, and Intergovernmental Agreement for Prairie Center, Brighton Colorado by and among the City of Brighton, Colorado, Brighton Urban Renewal Authority, THF Prairie Center Development, L.L.C., THF Prairie Center Retail One, L.L.C., and Prairie Center Metropolitan District No. 3 ("Fourth Amendment")**: Attorney Kanda reviewed the Fourth Amendment with the Board.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board approved the Fourth Amendment and authorized the President to execute such other documents or instruments deemed necessary and appropriate to effect the intent of the Fourth Amendment including, but not limited to, a Bill of Sale conveying certain District improvements to the City.

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

Respectfully submitted,

By   
Secretary for the Meeting