

## 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 DECEMBER 4, 2024

A regular meeting of the Board of Directors of the Prairie Center Metropolitan District No. 3 (referred to hereafter as the “Board”) was convened on Wednesday, December 4, 2024, at 4:00 p.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 Cortese Williams P.C.

Thuy Dam; CliftonLarsonAllen LLP

#### **PUBLIC COMMENT**

There were no public comments.

#### **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.

**Minutes of the July 18, 2024 Special Meeting:** The Board reviewed the Minutes of the July 18, 2024 Special 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.

**Minutes of the November 14, 2024 Special Meeting:** The Board reviewed the Minutes of the November 14, 2024 Special 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.

**Resolution No. 2024-12-01; Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices:** The Board discussed the business to be conducted in 2025.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board adopted Resolution No. 2024-12-01; Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices and determined to hold 2025 meetings on July 16, 2025 and December 3, 2025 at 4:00 p.m. via teleconference.

### **Insurance Matters:**

**District Insurance and Special District Association ("SDA") Membership:** The Board discussed renewing the District's insurance and SDA membership for 2025.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board authorized the renewal of the Districts' insurance and SDA membership for 2025.



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**Website Accessibility Matters:** Ms. Ripko discussed the status of the District's compliance with website accessibility requirements. The Board determined the establishment of a Website Accessibility Committee was not necessary.

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### **FINANCIAL MATTERS**

**Payment of Claims:** Ms. Dam reviewed the payment of claims for the period of December 2, 2023 through November 26, 2024.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote the Board ratified approval of the payment of claims for the period of December 2, 2023 through November 26, 2024 in the amount of \$2,882,482.34.

**Unaudited Financial Statements and Cash Position:** Ms. Dam reviewed the unaudited financial statements and cash position for the period ending June 30, 2024 with the Board.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board accepted the unaudited financial statements and cash position.

**2024 Audit Preparation:** The Board reviewed the engagement of Wipfli LLP to perform the 2024 Audit.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board approved the engagement of Wipfli LLP to perform the District's 2024 Audit, for an amount not to exceed \$4,100.00.

**Public Hearing on Amendment of 2024 Budget:** Director Tamblyn opened the public hearing to consider amendment of the 2024 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2024 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 the public hearing.

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

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board adopted Resolution No. 2024-12-02 to Amend the 2024 Budget.

**Public Hearing on 2025 Budget:** Director Tamblyn opened the public hearing to consider the proposed 2025 Budget and to discuss related issues.



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It was noted that Notice stating that the Board would consider adoption of the 2025 budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

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

Ms. Dam reviewed the estimated 2024 expenditures and the proposed 2025 expenditures.

Upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board approved the 2025 Budget, as discussed, and considered adoption of Resolution No. 2024-12-03 to Adopt the 2025 Budget and Appropriate Sums of Money and Resolution No. 2024-12-04 to Set Mill Levies (0.000 mills in the General Fund and 0.000 mills in the Debt Service Fund, for a total mill levy of 0.000 mills.) Following discussion, upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County not later than December 15, 2024. District Counsel was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2025.

**Preparation of 2026 Budget:** Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board ratified the appointment of the District Accountant to prepare the District's 2026 Budget and set the date for a Public Hearing to adopt the 2026 Budget for December 3, 2025, at 4:00 p.m., to be held via videoconference.

**CliftonLarsonAllen LLP 2025 Statement of Work:** The Board reviewed the CliftonLarsonAllen LLP 2025 Statement of Work for accounting services with the Board.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP 2025 Statement of Work for accounting services.

**Special Districts Public Improvement Fee Statement of Work:** The Board reviewed the Special Districts Public Improvement Fee Statement of Work between the District and CliftonLarsonAllen LLP for 2025 services.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board approved the Special Districts Public Improvement Fee Statement of Work between the District and CliftonLarsonAllen LLP for 2025 services.



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### **LEGAL MATTERS**

**May 6, 2025 Regular Directors' Election ("Election"):** Attorney Kanda discussed the Election with the Board, and counsel's recommendation to include a ballot question waiting the new property tax revenue limitation.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board adopted Resolution No. 2024-12-04, Resolution Calling a Regular Election to be Conducted as an Independent Mail Ballot Election, Submitting to the Eligible Electors of the District Questions Relating to the Election of Directors and Property Tax Revenue Limits, and Approving Other Matters in Connection Therewith. Such Resolution appointed Craig Sorensen as the Designated Election Official and authorized him to perform all tasks required for the Election.

**November 5, 2024 Election:** Attorney Kanda discussed with the results of the November 5, 2024 Election with the Board, noting all tax and debt questions were passed.

**Section 32-1-809, C.R.S. Requirements (Transparency Notice):** Attorney Kanda discussed the special district transparency requirements of Section 32-1-809, C.R.S. with the Board. Following discussion, the Board directed District Counsel to post the special district transparency notice on the Special District Association website and the District website.

**Operations Financing IGA by and between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 6:** The Board reviewed the Operations Financing IGA by and between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 6.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board approved the Operations Financing IGA by and between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 6.

**Bill of Sale between Prairie Center Metropolitan District No. 3 and the City of Brighton:** The Board reviewed the Bill of Sale between Prairie Center Metropolitan District No. 3 and the City of Brighton for non-potable water system and Lutz parcel recreation improvements.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote unanimously carried, the Board approved the Bill of Sale between Prairie Center Metropolitan District No. 3 and the City of Brighton for non-potable water system and Lutz parcel recreation improvements.

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### **CAPITAL IMPROVEMENTS**

#### **Status of:**

Village V Park – Phase 2: The Board discussed authorizing solicitation of construction bids for Village V Park – Phase 2.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Tamblyn, and upon vote unanimously carried, the Board authorized the solicitation of construction bids and authorized the President to award a contract in an amount not to exceed the engineer's estimate of costs plus 10%.

Retail 3/4 – Roads and Utilities Construction Project: The Board discussed the Retail 3/4 – Roads and Utilities construction project and the status of independent engineer's certification of cost allocation for District work including, but not limited to, design, lighting, construction management and construction observation and materials testing. No action was necessary.

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### **OPERATIONS**

**Change Order No. 1 to the Service Agreement between the District and Clear Water Property & Resource Management LLC**: The Board reviewed Change Order No. 1 to the Service Agreement for Mowing and Weed Mitigation between the District and Clear Water Property & Resource Management LLC, for pond maintenance services.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Tamblyn, and upon vote unanimously carried, the Board ratified approval of Change Order No. 1 to the Service Agreement for Mowing and Weed Mitigation between the District and Clear Water Property & Resource Management LLC, for pond maintenance services, for an increase in the contract amount of \$39,866.00.

**Change Order No. 1 to the Service Agreement between the District and Communication Construction & Engineering, Inc.**: The Board reviewed the Change Order No. 1 to the Service Agreement for Light Pole Installation between the District and Communication Construction & Engineering, Inc., for additional services.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Tamblyn, and upon vote unanimously carried, the Board ratified approval of Change Order No. 1 to the Service Agreement for Light Pole Installation between the District and Communication Construction & Engineering, Inc., for additional services, for an increase in the contract amount of \$59,246.85.

**Service Agreement between the District Clear Water Property & Resource Management LLC**: The Board reviewed the annual renewal for calendar year 2025 of Service Agreement for Mowing and Weed Mitigation between the District Clear Water Property & Resource Management LLC.



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Following discussion, upon motion duly made by Director Merkel, seconded by Director Tamblyn, and upon vote unanimously carried, the Board ratified approval of the annual renewal for calendar year 2025 of Service Agreement for Mowing and Weed Mitigation between the District Clear Water Property & Resource Management LLC.

**Change Order No. 3 to the Service Agreement between the District and Vargas Property Services, Inc.:** The Board discussed preparation and execution of a Change Order to the Service Agreement for Landscape Maintenance Services between the District and Vargas Property Services, Inc., for calendar year 2025 services in an amount not to exceed the compensation for calendar year 2024 services plus 10%.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Tamblyn, and upon vote unanimously carried, the Board approved the preparation and execution of Change Order No. 3 to the Service Agreement for Landscape Maintenance Services between the District and Vargas Property Services, Inc., for calendar year 2025 services in an amount not to exceed the compensation for calendar year 2024 services plus 10%..

**2025 Operation and Maintenance of District Public Improvements:** The Board discussed authorizing the Project Manager to negotiate and President to execute such agreements as are necessary and appropriate for operation and maintenance of District public improvements for the 2025 calendar year.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Tamblyn, and upon vote unanimously carried, the Board authorized the Project Manager to negotiate and President to execute such agreements as are necessary and appropriate for operation and maintenance of District public improvements for the 2025 calendar year.

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

Respectfully submitted,

By   
Secretary for the Meeting