

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER
METROPOLITAN DISTRICT NO. 5 (the “District”)
HELD
NOVEMBER 9, 2023**

A regular meeting of the Board of Directors of the Prairie Center Metropolitan District No. 5 (referred to hereafter as “Board”) was convened on Thursday, November 9, 2023 at 11:00 A.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
Rick Merkel

Also In Attendance Were:

Peggy Ripko; 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 conflict disclosure statements were filed for all directors, and that and no additional conflicts were disclosed at the meeting.

Quorum / Meeting Location / Posting of Meeting Notices: Ms. Ripko 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. Ms. Ripko 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, 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://prairiecentermd5.colorado.gov> or if posting on the website is unavailable, notice will be posted at the following physical location within the District's boundaries: at the southwest corner of 144th Ave. and S. 27th Ave.

Agenda: Ms. Ripko 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, seconded by Director Merkel and, upon vote, unanimously carried, the agenda was approved, as presented.

Minutes: The Board reviewed the Minutes of the November 10, 2022 Regular Meeting.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Minutes of the November 10, 2022 Regular Meeting were approved, as presented.

Results of Cancelled May 2, 2023 Regular Directors' Election: Ms. Ripko informed the Board that the Election was cancelled, as permitted by statute, as there were not more candidates than positions available, and that the three existing Board vacancies were confirmed.

Appointment of Officers: The Board entered into discussion regarding appointment of officers.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the following slate of officers were appointed:

President	Michael Tamblyn
Treasurer	Rick Merkel
Secretary	Peggy Ripko

Resolution No. 2023-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices: The Board reviewed Resolution No. 2023-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating

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Location for Posting of 24-Hour Notices.

The Board determined to schedule a regular meeting for Thursday, November 7, 2024 at 11:00 a.m. via Zoom.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

Section 32-1-809, C.R.S., Compliance for 2024 (Transparency Notice): Ms. Ripko discussed with the Board the requirements of Section 32-1-809, C.R.S., indicating that the required Transparency Notice will be posted on the District website and the Special District Association website.

Insurance Matters:

Cyber Security and increased Crime Coverage: Attorney Kanda discussed with the Board the District's current cyber security and crime coverage, and a potential increase to the limits of the crime coverage.

Insurance Committee: The Board discussed establishing an Insurance Committee to make final determinations regarding insurance. Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board appointed Director Tamblyn as the Insurance Committee to make final determinations regarding insurance.

District's Insurance and Special District Association Membership: The Board discussed the renewal of the District's insurance and Special District Association ("SDA") membership for 2024.

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 District's insurance and SDA membership for 2024.

PUBLIC COMMENT There was no public comment.

FINANCIAL MATTERS

2022 Application for Exemption from Audit: The Board reviewed the Application for Exemption from Audit for 2022.

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

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2022.

2023 Budget Amendment Hearing: The President opened the public hearing to consider an amendment to the 2023 Budget and discuss related issues.

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

Following discussion, the Board determined that an amendment to the 2023 Budget was not necessary.

2024 Budget Hearing: The President opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption 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 this public hearing. No public comments were received, and the public hearing was closed.

Ms. Dam reviewed with the Board the estimated 2023 expenditures and the proposed 2024 expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2023-11-02 to Adopt the 2024 Budget and Appropriate Sums of Money, and Resolution No. 2023-11-03 to Set Mill Levies, (for the General Fund at 11.587 mills and for the Debt Service Fund at 46.348 mills, for a total mill levy of 57.935 mills). Upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, Resolution Nos. 2023-11-02 and 2023-11-03 were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before January 3, 2024. The District Accountant was directed to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County not later than January 10, 2024. The District Accountant was also directed to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2024. Copies of the adopted Resolutions are 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 seconded by Director Merkel and, upon vote, unanimously carried, the Board authorized the District

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Accountant to prepare and sign the Certification, and directed the District Accountant to file the Certification with the Board of County Commissioners and other interested parties.

2025 Budget Preparation: The Board considered the appointment of the District Accountant to prepare the 2025 Budget.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote, unanimously carried, the Board appointed CliftonLarsonAllen LLP to prepare the 2025 Budget, and set the 2025 Budget Hearing for November 7, 2024 at 11:00 a.m.

Application for Exemption from Audit for 2023: The Board discussed the preparation of the Application for Exemption from Audit for 2023.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel, and upon vote, unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2023.

CliftonLarsonAllen LLP 2024 Statement of Work: The Board reviewed the Statement of Work between the District and CliftonLarsonAllen for 2024 Accounting Services (the “2024 SOW”).

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 2024 SOW, subject to review by the President and District Counsel.

LEGAL MATTERS

Engagement of Ballard Spahr LLP as Bond Counsel: The Board discussed the engagement of Ballard Spahr LLP as Bond Counsel.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved the engagement of Ballard Spahr LLP as Bond Counsel.

Resolution No. 2023-11-04, Resolution Amending Policy on Colorado Open Records Act Requests: The Board reviewed Resolution No. 2023-11-04, Resolution Amending Policy on Colorado Open Records Act Requests.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-11-04, Resolution Amending Policy on Colorado Open

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Records Act Requests.

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