

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER
METROPOLITAN DISTRICT NO. 5 (the “District”)
HELD
NOVEMBER 11, 2021**

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 5 (referred to hereafter as “Board”) was convened on Tuesday, the 11th day of November, 2021 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 (via Zoom)
Rick Merkel (via Zoom)
Brandon Schenberg (via Zoom)

Upon motion duly made by Director Schenberg, seconded by Director Merkel and, upon vote, unanimously carried, the absence of Director Wendy Burke was excused.

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via Zoom)

Kathy Kanda, Esq.; McGeady Becher P.C. (via Zoom)

Thuy Dam and Cecilia Wang; CliftonLarsonAllen LLP (via Zoom)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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.

ADMINISTRATIVE MATTERS

Quorum / Meeting Location / Posting of Meeting Notices: Ms. Finn noted that a quorum was present. The Board entered into a discussion regarding the

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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. 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.

Agenda: Ms. Finn distributed for the Board's review and approval a proposed agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Schenberg, seconded by Director Merkel and, upon vote, unanimously carried, the agenda was approved, as presented.

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the November 12, 2020 Special Meeting and December 29, 2020 Special Meeting.
- Authorize District Manager to post transparency notice on the SDA Website pursuant to Section 32-1-809, C.R.S.
- Ratify approval, execution and filing of Application for Exemption from Audit for 2020.
- Authorize CliftonLarsonAllen LLP to prepare the Application for Exemption from Audit for 2021 and file the application with the State Auditor.

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

Resolution No. 2021-11-01; Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices:
The Board reviewed Resolution No. 2021-11-01; Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

Ms. Finn reviewed the business to be conducted in 2022 to meet statutory compliance requirements. The Board determined to meet on November 10, 2022 at 11:00 a.m., via Zoom.

Following discussion, upon motion duly made by Director Schenberg, seconded by Director Merkel and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-01; Resolution Establishing Regular Meeting Dates,

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Time and Location and Designating Location for Posting of 24-Hour Notices. A copy of the Resolution is attached hereto and incorporated herein.

PUBLIC COMMENT There was no public comment.

FINANCIAL MATTERS

2021 Budget Amendment Hearing: The President opened the public hearing to consider an amendment to the 2021 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider an amendment to the 2021 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 2021 Budget was not necessary.

2022 Budget Hearing: The President opened the public hearing to consider the proposed 2022 Budget and discuss related issues.

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

Ms. Dam reviewed the estimated 2021 expenditures and the proposed 2022 expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2021-11-02 to Adopt the 2021 Budget and Appropriate Sums of Money and Resolution No. 2021-11-03 to Set Mill Levies, (for the General Fund at 11.132 mills and for the Debt Service Fund at 44.531 mills, for a total mill levy of 55.663 mills). Upon motion duly made by Director Merkel, seconded by Director Schenberg and, upon vote, unanimously carried, Resolution Nos. 2021-11-02 and 2021-11-03 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 December 10, 2021. The District Accountant was directed to transmit the Certification of Mill Levies to the Board of County Commissioners of the Adams County not later than December 15, 2021, the District Accountant was also directed to transmit

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the Certification of Budget to the Division of Local Government not later than January 30, 2022. Copies of the adopted Resolutions are attached to these Minutes and incorporated herein by this reference.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Schenberg and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

2023 Budget / Budget Hearing Date: The Board considered the appointment of the District Accountant to prepare the 2023 Budget.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Schenberg, and upon vote, unanimously carried, the Board appointed CliftonLarsonAllen LLP to prepare the 2023 Budget, and directed that the 2023 Budget be the same as the 2022 Adopted Budget, unless a Board Member provides input to otherwise adjust those assumptions.

By the same motion and vote, the Board set the 2023 Budget hearing date for November 10, 2022 at 11:00 a.m.

LEGAL MATTERS

May 3, 2022 Regular Directors' Election: The Board discussed the May 3, 2022 Regular Directors' election regarding new legislative requirements and related expenses for the same.

Following review and discussion, upon motion duly made by Director Merkel, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-04; Resolution Calling a Regular Election for Directors on May 3, 2022, 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.

Second Amendment to Resolution No. 2013-12-04 Regarding Colorado Open Records Act Requests: The Board reviewed the Second Amendment to Resolution No. 2013-12-04 Regarding Colorado Open Records Act Requests.

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Following review and discussion, upon motion duly made by Director Merkel, seconded by Director Schenberg and, upon vote, unanimously carried, the Board adopted the Second Amendment to Resolution No. 2013-12-04 Regarding Colorado Open Records Act Requests.


OTHER MATTERS

There were no other matters to discuss.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Schenberg, seconded by Director Tamblyn and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  _____
Secretary for the Meeting