

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER METROPOLITAN DISTRICT NO. 5 (the “District”) HELD DECEMBER 29, 2020

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 29th day of December, 2020 at 9:30 A.M. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Tamblyn (via conference call)

Rick Merkel (via conference call)

Brandon Schenberg (via conference call for a portion of the meeting)

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

Also In Attendance Were:

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

Paula Williams, Esq.; McGeady Becher P.C. (via conference call)

Thuy Dam; CliftonLarsonAllen LLP (via conference call)

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 Williams noted that a quorum was present and 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 Williams, that conflict disclosure statements were filed for all directors, including director candidate David Olderman, and that and no additional conflicts were disclosed at the meeting.

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ADMINISTRATIVE MATTERS

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.

Meeting Location / Posting of Meeting Notices: 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, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the meeting would be held by telephonic means without any individuals (neither District Representatives nor the General Public) attending in person. Ms. Finn reported that notice was duly posted and that no objections to the telephonic manner of the meeting or any requests that the telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Resignation of Director: The Board acknowledged the resignation of Director Michelle Roberts, effective as of December 11, 2020.

Consideration of Board Appointments After Publication of Notice of Vacancies: It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancies on the Board was made on December 16, 2020 in the Brighton Standard Blade. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, following discussion and upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board appointed David Olderman to the Board of Directors to fill the vacancy, such appointment to be effective immediately.

Appointment of Officers: The Board entered into discussion regarding the 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 was appointed:

President
Treasurer
Secretary

Michael Tamblyn
Rick Merkel
Ann E. Finn

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Assistant Secretary
Assistant Secretary
Assistant Secretary


Wendy Burke
Brandon Schenberg
David Olderman

PUBLIC COMMENT There was no public comment.

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

Respectfully submitted,

By  _____
Secretary for the Meeting