

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 5

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: 303-987-0835 · 800-741-3254
Fax: 303-987-2032

NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Michael Tamblyn	President	2025/May 2025
Rick Merkel	Treasurer	2025/May 2025
<i>VACANT</i>		2025/May 2025
<i>VACANT</i>		2027/May 2025
<i>VACANT</i>		2027/May 2025
	Secretary	

DATE: August 2, 2023

TIME: 04:00 P.M.

PLACE: Zoom Meeting: This meeting will be held via Zoom without any individuals (neither District representatives nor the general public) attending in person. The meeting can be joined through the directions below:

Zoom information:

<https://us02web.zoom.us/j/86267550643?pwd=V3RnRGRTWkRyUIZZc1VMWTJFZjFHdz09>

Meeting ID: 862 6755 0643

Passcode: 987572

One tap mobile: +17193594580,,86267550643#,,,,*987572# US

I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

B. Approve Agenda, confirm location of the meeting and posting of meeting notices, and designate 24 hour posting location.

C. Discuss results of cancelled May 2, 2023 Regular Directors' Election (enclosure).

D. Acknowledge resignation of Ann Finn as District Secretary, and consider appointment of Peggy Ripko as new District Secretary.

E. Consider appointment of Officers:

President _____
Treasurer _____
Secretary _____
Asst. Secretary _____

F. Review and approve minutes of the November 10, 2022 Regular Meeting.

II. PUBLIC COMMENTS

A. _____

III. FINANCIAL MATTERS

A. Ratify approval, execution and filing of Application for Exemption from Audit for 2022 (enclosure).

IV. LEGAL MATTERS

A. Discuss and consider engagement of Ballard Spahr LLP as Bond Counsel, and authorize execution of Bond Counsel Engagement Agreement.

V. OTHER BUSINESS

A. _____

VI. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR NOVEMBER 9, 2023 ~ BUDGET HEARING**

**CANCELLATION OF ELECTION AND
DECLARATION DEEMING CANDIDATES
ELECTED FOR
PRAIRIE CENTER METROPOLITAN
DISTRICT NO. 5**

The Designated Election Official of the Prairie Center Metropolitan District No. 5 has been duly authorized by the Board of Directors to cancel and declare candidates elected if, at the close of business on the sixty-third (63rd) day before the election, there are not more candidates than offices to be filled at the election to be conducted on May 2, 2023; and

As of the close of business on March 1, 2023, there were not more candidates for Director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates.

Pursuant to Section 1-13.5-513(1), C.R.S., the Designated Election Official hereby cancels the regular election to be conducted on May 2, 2023.

THE ELECTION IS CANCELLED AND THE FOLLOWING CANDIDATES ARE DECLARED ELECTED FOR THE FOLLOWING TERMS:

Vacant, 2-Year Term
Vacant, 4-Year Term
Vacant, 4-Year Term

DATED this 1st day of March, 2023.

/s/ Ann Finn

Designated Election Official

Contact Person for District:

Ann Finn

Telephone Number of District:

303-987-0835

Address of District:

141 Union Boulevard, Suite 150

Lakewood, Colorado 80228

**CANCELACIÓN DE ELECCIONES Y
DECLARACIÓN DE CONSIDERACIÓN DE LOS
CANDIDATOS ELEGIDOS PARA
PRAIRIE CENTER METROPOLITAN
DISTRICT NO. 5**

El Funcionario Electoral Designado del Prairie Center Metropolitan District No. 5 ha sido debidamente autorizado por la Junta Directiva para cancelar y declarar candidatos electos si, al cierre de actividades del sexagésimo tercer (63) día antes de la elección, no hay más candidatos que cargos por cubrir. llenarse en la elección que se llevará a cabo el 2 de mayo de 2023; y

Al cierre de operaciones del 1 de marzo de 2023, no había más candidatos para Director que cargos por cubrir, incluidos los candidatos que presentaron declaraciones juradas de intención de ser candidatos por escrito.

De conformidad con la Sección 1-13.5-513(1), C.R.S., el Oficial Electoral Designado cancela por la presente la elección regular que se llevará a cabo el 2 de mayo de 2023.

SE ANULA LA ELECCIÓN Y SE DECLARAN ELEGIDOS LOS SIGUIENTES CANDIDATOS PARA LOS SIGUIENTES TÉRMINOS:

Vacante, Término de dos años
Vacante, Término de cuatro años
Vacante, Término de cuatro años

FECHADO este 1st día de marzo de 2023.

/s/ Ann Finn

Oficial Electoral Designado

Número de teléfono del distrito:

303-987-0835

Dirección del Distrito:

141 Union Boulevard, Suite 150

Lakewood, Colorado 80228

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 10, 2022**

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 5 (referred to hereafter as “Board”) was convened on Thursday, the 10th day of November, 2022 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

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

Also In Attendance Were:

Ann E. Finn; 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. Finn 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

RECORD OF PROCEEDINGS

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.

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://prairiecentermd.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. Finn 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 Merkel, seconded by Director Tamblyn and, upon vote, unanimously carried, the agenda was approved, as presented.

Results of Cancelled May 3, 2022 Regular Directors' Election (the "Election"): Ms. Finn informed the Board that the Election was cancelled, as permitted by statute, as there were not more candidates than positions available. It was noted that Directors Merkel and Schenberg were each deemed elected to 3-year terms ending in May, 2025.

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

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

President	Michael Tamblyn
Treasurer	Rick Merkel
Secretary	Ann E. Finn
Assistant Secretary	Brandon Schenberg

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the November 11, 2021 Special Meeting.
- Authorize District Manager to post transparency notice on the SDA Website and the District website pursuant to Section 32-1-809, C.R.S.

RECORD OF PROCEEDINGS

- Ratify approval, execution and filing of Application for Exemption from Audit for 2021.
- Authorize CliftonLarsonAllen LLP to prepare the Application for Exemption from Audit for 2022 and file the application with the State Auditor.

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

Resolution No. 2022-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices:

The Board reviewed Resolution No. 2022-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

The Board determined to meet on Thursday November 9, 2023 at 11:00 a.m. via Zoom.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices

PUBLIC COMMENT There was no public comment.

FINANCIAL MATTERS

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

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

Following discussion, the Board determined that an amendment to the 2022 Budget was not necessary.

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

RECORD OF PROCEEDINGS

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

Ms. Dam reviewed with the Board the estimated 2022 expenditures and the proposed 2023 expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2022-11-02 to Adopt the 2023 Budget and Appropriate Sums of Money, and Resolution No. 2022-11-03 to Set Mill Levies, (for the General Fund at 11.638 mills and for the Debt Service Fund at 46.552 mills, for a total mill levy of 58.190 mills). Upon motion duly made by Director Merkel, seconded by Director Tamblyn and, upon vote, unanimously carried, Resolution Nos. 2022-11-02 and 2022-11-03 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, 2022. The District Accountant was directed to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County not later than December 15, 2022. The District Accountant was also directed to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2023. Copies of the adopted Resolutions are attached to these Minutes and incorporated herein by this reference.

CliftonLarsonAllen LLP 2023 Statement of Work: The Board reviewed the CliftonLarsonAllen LLP 2023 Statement of Work for Prairie Center MD No. 5.

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 CliftonLarsonAllen LLP 2023 Statement of Work for Prairie Center MD No. 5.

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

2024 Budget Preparation: The Board considered the appointment of the District Accountant to prepare the 2024 Budget.

RECORD OF PROCEEDINGS

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 2024 Budget, and directed that the 2024 Budget be the same as the 2023 Adopted Budget, unless a Board Member provides input to otherwise adjust those assumptions.

LEGAL MATTERS

May 2, 2023 Regular Directors' Election ("Election"): The Board discussed the Election.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Merkel and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-11-04; Resolution Calling a Regular Election for Directors on May 2, 2023, 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. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

OTHER MATTERS

Park Phase II: Director Tamblyn noted construction will start on Phase II of the park and additional parcels have sold, with expected construction to start in the second quarter in 2023.

ADJOURNMENT

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

Respectfully submitted,

By _____
Secretary for the Meeting