

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER METROPOLITAN DISTRICT NO. 7 (the “District”) HELD OCTOBER 22, 2021

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 7 (referred to hereafter as “Board”) was convened on Friday, the 22nd day of October, 2021 at 10:00 A.M. The District Board meeting was held via Zoom video/teleconference, and there was at least one person present at the physical location: Construction trailer, 16888 E. 144th Avenue, Brighton, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Tamblyn (via Zoom and also present at physical location)
Rick Merkel (via Zoom)
Wendy Burke (via Zoom)
Brandon Schenberg (via Zoom for a portion of the meeting)

Also In Attendance Were:

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

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

Thuy Dam; CliftonLarsonAllen LLP (via Zoom)

Anastasia Khokhryakova and Ethan Anderson; Ballard Spahr LLP (via Zoom for a portion of the meeting)

Creig Veldhuizen; Hilltop Securities, Inc.; (via Zoom for a portion of the meeting)

John Klaus; Stifel, Nicolaus & Company, Incorporated (via Zoom for a portion of the meeting)

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

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meeting in accordance with the statute. It was further noted by Attorney Williams that conflict disclosure statements were filed for all directors, and no new conflicts were disclosed at the meeting.

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 Burke, seconded by Director Merkel and, upon vote, unanimously carried, the agenda was approved, as amended.

Vacancy on the Board of Directors: Ms. Finn noted that there is currently one vacancy on the Board of Directors.

Meeting Location and Manner / 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 the meeting would be held by video/telephonic means, and at least one person was present at the physical location of the meeting, which is within 20 miles of the District. 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 taxpaying electors within the District boundaries.

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the June 10, 2021 Special Meeting.
- Acknowledge resignation of David J. Olderman from the Board of Directors, effective as of June 11, 2021.
- Ratify approval of Grant of Easement between the District and United Power, Inc.
- Ratify approval of Master Service Agreement for Cost Verification Services between the District and Independent District Engineering Services, Inc.
- Ratify approval of Service Agreement for Electrical Work between the District and ADK Electric Corporation.
- Acknowledge Task Order No. 3 to the Master Service Agreement for Subgrade Investigation and Pavement Design and Construction Observation and Materials Testing Services between the District and CTL | Thompson, Inc., for Prairie Center Village One, Phase 4, for an increase in the contract amount not to exceed \$162,283.00.

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- Acknowledge Task Order No. 3 to the Master Service Agreement for Surveying Services between the District and Aztec Consultants, Inc., for Prairie Center Village I, Phase 4, for an increase in the contract amount of \$122,100.
- Acknowledge Change Order No. 2 to the Construction Management Agreement between the District and R.G. Brinkmann Company, for addition of Task Order No. 3 for Phase IV of the Prairie Center Village I residential project.

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

PUBLIC COMMENT There was no public comment.

FINANCIAL MATTERS

2021 Budget Amendment Hearing: The President opened the public hearing to consider a Resolution to Amend the 2021 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend 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. There were no comments from the public in attendance and the public hearing was closed.

Following review and discussion, Director Tamblyn moved to adopt the Resolution to Amend the 2021 Budget, Director Burke seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-10-01 to Amend the 2021 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

LEGAL MATTERS

Issuance of the District's Subordinate Limited Tax General Obligation Bonds, Series 2021 (the "Series 2021 Bonds"):

Underwriter Engagement Agreement: Attorney Williams discussed with the Board the Underwriter Engagement Agreement between the District and Stifel, Nicolaus & Company, Incorporated.

Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board acknowledged

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execution of the Underwriter Engagement Agreement between the District and Stifel, Nicolaus & Company, Incorporated.

Bond and Disclosure Counsel Engagement Agreement: Attorney Williams discussed with the Board the Bond and Disclosure Counsel Engagement Agreement between the District and Ballard Spahr LLP.

Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board acknowledged execution of the Bond and Disclosure Counsel Engagement Agreement between the District and Ballard Spahr LLP.

Proposal/Agreement for Market Study: Attorney Williams discussed with the Board the Proposal/Agreement for Preparation of Market Study and Competitive Market Area Analysis between the District and Zonda Advisory.

Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board acknowledged execution of the Proposal/Agreement for Preparation of Market Study and Competitive Market Area Analysis between the District and Zonda Advisory.

Engagement Letter for Financial Forecast: Attorney Williams discussed with the Board the Engagement Letter for Financial Forecast between the District and CliftonLarsonAllen LLP.

Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board acknowledged execution of the Engagement Letter for Financial Forecast between the District and CliftonLarsonAllen LLP.

Appreciation Analysis: Attorney Williams discussed with the Board the engagement of King & Associates, Inc. to prepare an Appreciation Analysis.

Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board acknowledged the engagement of King & Associates, Inc. to prepare an Appreciation Analysis.

Opinion Regarding Reasonableness of Project Management Fee: Attorney Williams discussed with the Board the preparation of an opinion regarding reasonableness of the Project Management Fee.

Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board acknowledged the

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engagement of Schedio Group LLC for preparation of an opinion regarding the reasonableness of the Project Management Fee, at a rate of \$200 per hour.

Verification of District Expenditures Report: There was no report presented at this time.

Resolution authorizing the issuance of the District's Subordinate Limited Tax General Obligation Bonds, Series 2021: Attorney Khokhryakova reviewed with the Board the Resolution authorizing the issuance of the District's Subordinate Limited Tax General Obligation Bonds, Series 2021, in an aggregate principal amount not to exceed \$5,250,000. It was noted such Resolution will also authorize the execution of all documents, instruments and certificates in connection therewith, ratify prior actions, authorize incidental actions, and repeal prior inconsistent actions.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Burke and, upon vote, unanimously carried, the Board adopted the Resolution authorizing the issuance of the District's Subordinate Limited Tax General Obligation Bonds, Series 2021, in an aggregate principal amount not to exceed \$5,250,000; authorized the execution of all related documents, instruments and certificates in connection therewith, ratified prior actions, authorized incidental actions, and repealed prior inconsistent actions.

Resolution Regarding Continuing Disclosure Policies and Procedures: The Board reviewed Resolution No. 2021-10-03; Resolution Regarding Continuing Disclosure Policies and Procedures.

Following discussion, upon motion duly made by Director Burke, seconded by Director Roberts and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-10-03; Resolution Regarding Continuing Disclosure Policies and Procedures.

Second Amendment to Resolution No. 2013-12-03 Regarding Colorado Open Records Act Requests: Attorney Kanda reviewed with the Board the Second Amendment to Resolution No. 2013-12-03 Regarding Colorado Open Records Act Requests.

Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board adopted the Second Amendment to Resolution No. 2013-12-03 Regarding Colorado Open Records Act Requests.

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OPERATIONS AND MAINTENANCE

Proposal for 2022 Landscape Maintenance Services between the District and Vargas Property Services, Inc.: The Board reviewed the proposal for 2022 Landscape Maintenance Services between the District and Vargas Property Services, Inc. (“Vargas”).

Following discussion, upon motion duly made by Director Merkel, seconded by Director Burke and, upon vote, unanimously carried, the Board authorized Director Tamblyn to negotiate the terms of the 2022 landscape maintenance services with Vargas or another provider and to execute an agreement, in an amount not to exceed \$27,775.92, such agreement to be ratified by the Board at a future board meeting.

Proposal for Landscape Maintenance Services between the District and Vargas Property Services, Inc. for Golden Eagle Park: The Board reviewed the proposal for Landscape Maintenance Services between the District and Vargas Property Services, Inc. for Golden Eagle Park.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Burke and, upon vote, unanimously carried, the Board authorized Director Tamblyn to negotiate the terms of the 2022 landscape maintenance services for Golden Eagle Park with Vargas or another provider and to execute an agreement, in an amount not to exceed \$15,449.92, such agreement to be ratified by the Board at a future board meeting.

CAPITAL MATTERS

Prairie Center Village I Phase III Improvement Projects: Director Tamblyn reported to the Board that the Prairie Center Village I Phase III Improvement Projects are completed. The improvements received initial acceptance from the City of Brighton on October 6, 2021, and are under the one-year warranty period.

Prairie Center Village I Phase IV Improvements Projects:

Task Order No. 3 to the Master Service Agreement with Redlands Consulting, Inc.: Director Tamblyn reviewed with the Board Task Order No. 3 to the Master Service Agreement for District Engineering Services between the District and Redland Consulting Group, Inc.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Burke and, upon vote, unanimously carried, the Board approved Task Order No. 3 to the Master Service Agreement for District Engineering Services between the District and Redland Consulting Group, Inc.

Service Agreement for Professional Design Services for Continental Pedestrian Connector Truss Bridge: Following discussion, upon motion duly made by

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Director Merkel, seconded by Director Burke and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement for Professional Design Services for Continental Pedestrian Connector Truss Bridge between the District and Contech Engineered Solutions, LLC.

Construction Contract for Continental Pedestrian Connector Truss Bridge: Director Tamblyn reviewed the Construction Contract for the Continental Pedestrian Connector Truss Bridge between the District and Contech Engineered Solutions, LLC. Director Tamblyn noted that the estimate for fabrication is \$45,000.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Burke and, upon vote, unanimously carried, the Board authorized Director Tamblyn to negotiate the terms of the contract and to execute the contract, in an amount not to exceed \$59,000, such contract to be ratified by the Board at a future board meeting.


Construction permit and delivery of Notice of Commencement of Construction pursuant to the Agreement on Permit for Easement Crossing between the District and Brighton Lateral Ditch Company: Attorney Williams discussed with the Board the construction permit and the delivery of the Notice of Commencement of Construction pursuant to the Agreement on Permit for Easement Crossing between the District and Brighton Lateral Ditch Company.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Burke and, upon vote, unanimously carried, the Board acknowledged the construction permit and the delivery of the Notice of Commencement of Construction pursuant to the Agreement on Permit for Easement Crossing between the District and Brighton Lateral Ditch Company.

ADJOURNMENT

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

Respectfully submitted,

By  _____
Secretary for the Meeting