

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER METROPOLITAN DISTRICT NO. 7 (the “District”) HELD NOVEMBER 10, 2022

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 7 (referred to hereafter as “Board”) was convened on Thursday, the 10th day of November, 2022 at 5:30 P.M. The District Board meeting was held via Zoom video/teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Tamblyn
Ashley Licursi
Brandon Schenberg
Melissa Zimmerman
Amanda Coffey

Also In Attendance Were:

Ann E. Finn and Shana Jones; Special District Management Services, Inc.

Kathy Kanda, Esq.; McGeady Becher P.C.

Thuy Dam; CliftonLarsonAllen LLP

Debra Oppenheimer, Esq.; Altitude Community Law P.C.

Shannon Barnhill, Shannon Donovan, Melanie Vollstedt, Allen Morales, Courtney Blanco, Adriane Baller, Rupesh Gupta, Melania Bishop, Dereck Bishop, and various other District residents.

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 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 Kanda that conflict disclosure statements were filed for Directors Tamblyn and Schenberg, and no new conflicts were disclosed at the meeting.

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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 Licursi, seconded by Director Coffey and, upon vote, unanimously carried, the agenda was approved, as presented.

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 the meeting would be held by video/telephonic means. 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 30, 2022, Special Meeting, the September 15, 2022 Special Meeting, and the October 25, 2022 Work Session Meeting.
- Ratify approval of payment of claims for the period ending July 1, 2022 through October 31, 2022 totaling \$641,467.95.
- Authorize District Manager to post transparency notice on the SDA Website and the District website pursuant to Section 32-1-809, C.R.S.
- Ratify approval of Change Order No. 1 to the Service Agreement for Landscape Maintenance between the District and Vargas Property Services, Inc., for removal and replacement of dead trees and landscaping on District Tracts – Village I, in the amount of \$20,200.
- Ratify approval of Change Order No. 2 to the Service Agreement for Landscape Maintenance Services for the Golden Eagle Park between the District and Vargas Property Services, Inc., for tree replacements, for a not-to-exceed amount of \$6,200.

Following review, upon motion duly made by Director Zimmerman, seconded by Director Tamblyn 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.

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Ms. Finn reviewed the business to be conducted in 2023 to meet the statutory compliance requirements. The Board determined to meet on June 8, 2023 and November 9, 2023 at 5:30 p.m., via Zoom.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Schenberg 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. A copy of the Resolution is attached hereto and incorporated herein.

PUBLIC COMMENT There were no public comments.

COMMUNITY MANAGEMENT MATTERS

Community Management Report: Ms. Jones presented the Community Management Report to the Board. No action was necessary.

2023 Notice of Legal Services and Fee Summary from Altitude Community Law for Legal Services: Attorney Oppenheimer reviewed with the Board the 2023 Notice of Legal Services and Fee Summary from Altitude Community Law for Legal Services.

Following discussion, the Board elected to continue receiving a-la-carte services under the District's current agreement with Altitude Community Law, so no action was required or taken.

Revisions to Design Guidelines: Director Tamblyn reported that the Design Review Committee has adopted revised Design Guidelines, which are effective immediately, and covenant enforcement procedures (including a schedule of fines) that will become effective January 1, 2023. Copies of the updated documents will be posted on the District website by November 14, 2022.

FINANCIAL MATTERS

2022 Audit: The Board reviewed the proposal from Wipfli LLP for preparation of the 2022 Audit

Following discussion, upon motion duly made by Director Licursi, seconded by Director Coffey and, upon vote, unanimously carried, the Board approved the engagement of Wipfli LLP for preparation of the 2022 Audit, in the amount of \$4,900.

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

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

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Coffey and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-11-02, Resolution to Amend the 2022 Budget and Appropriate Expenditures. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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

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 the estimated 2022 expenditures and the proposed 2023 expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2022-11-03 to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution No. 2022-11-04 to Set Mill Levies, (for the General Fund at 11.031 mills, for the Debt Service Fund at 55.156 mills, for a total mill levy of 66.187 mills). Upon motion duly made by Director Zimmerman, seconded by Director Coffey and, upon vote, unanimously carried, Resolution Nos. 2022-11-03 and 2022-11-04 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 the 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.

Resolution No. 2022-11-05, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan: The Board reviewed Resolution No. 2022-11-05 Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

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Following discussion, upon motion duly made by Director Licursi, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-11-05, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan. A copy of the Resolution is attached hereto and incorporated herein.

Resolution No. 2022-11-06, First Amended and Restated Resolution Regarding the Imposition of District Fees: The Board reviewed Resolution No. 2022-11-06, First Amended and Restated Resolution Regarding the Imposition of District Fees.

Following discussion, upon motion duly made by Director Licursi, seconded by Director Zimmerman and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-11-06, First Amended and Restated Resolution Regarding the Imposition of District Fees.

The Board then directed that the Resolution be recorded in the real property records of Adams County, Colorado, and posted on the District's website. A copy of the adopted Resolution is attached hereto and incorporated herein.

CliftonLarsonAllen LLP 2023 Statements of Work: Ms. Dam reviewed with the Board the CliftonLarsonAllen LLP 2023 Statements of Work for accounting services.

Following discussion, upon motion duly made by Director Licursi, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP 2023 Statements of Work for accounting services.

DLG-70 Certification of Tax Levies Form ("Certification"): Following discussion, upon motion duly made by Director Schenberg, seconded by Director Coffey and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare, and 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: The Board considered the appointment of the District Accountant to prepare the 2024 Budget.

Following discussion, upon motion duly made by Director Coffey, seconded by Director Tamblyn, and upon vote, unanimously carried, the Board appointed the District Accountant 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.

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Engineer’s Report and Verification of Costs Associated with District Public Improvements and Primary Public Improvements Report No. 3, dated August 2022: The Board reviewed the Engineer’s Report and Verification of Costs Associated with District Public Improvements and Primary Public Improvements Report No. 3, dated August 2022, prepared by Independent District Engineering Services, LLC, for the amount of \$999,648.76 (“Report No. 3”).

Following discussion, upon motion duly made by Director Coffey, seconded by Director Zimmerman and, upon vote, unanimously carried, the Board ratified approval of Report No. 3.

Engineer’s Report and Verification of Costs Associated with District Public Improvements and Primary Public Improvements Report No. 4, dated October 2022: The Board reviewed the Engineer’s Report and Verification of Costs Associated with District Public Improvements and Primary Public Improvements Report No. 4, dated October 2022, prepared by Independent District Engineering Services, LLC, for the amount of \$784,577.60 (“Report No. 4”).

Following discussion, upon motion duly made by Director Coffey, seconded by Director Zimmerman and, upon vote, unanimously carried, the Board ratified approval of Report No. 4.

LEGAL MATTERS

Grant of Non-Exclusive Dry Utility Easement between the District and the City of Brighton: The Board reviewed the Grant of Non-Exclusive Dry Utility Easement between the District and the City of Brighton.

Following review and discussion, upon motion duly made by Director Coffey, seconded by Director Tamblyn, and upon vote, unanimously carried, the Board approved the Grant of Non-Exclusive Dry Utility Easement between the District and the City of Brighton.

May 2, 2023 Regular Directors’ Election: The Board discussed the May 2, 2023 Regular Directors’ Election and considered the adoption of Resolution No. 2022-11-07, Resolution Calling a Regular Election for Directors on May 2, 2023, appointing the Designated Election Official (“DEO”), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election (the “Election Resolution”).

Following review and discussion, upon motion duly made by Director Coffey, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board adopted the Election Resolution, and appointed Ann Finn as DEO. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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OPERATIONS AND MAINTENANCE MATTERS

Change Order No. 3 to Service Agreement for Landscape Maintenance Services between the District and Vargas Property Services, Inc. for Golden Eagle Park:

The Board discussed Change Order No. 3 to the Service Agreement for Landscape Maintenance Services between the District and Vargas Property Services, Inc. for Golden Eagle Park, to extend the term on a month-by-month basis until final acceptance of the park improvements by the City of Brighton. Following discussion, the Board deferred action on this matter.

Service Agreement for Landscape Maintenance Services between the District and Vargas Property Services, Inc. for District Tracts:

The Board reviewed the Service Agreement for Landscape Maintenance Services between the District and Vargas Property Services, Inc. for District Tracts in Village I.

Following discussion, upon motion duly made by Director Coffey, seconded by Director Zimmerman, and upon vote, unanimously carried, the Board approved the Service Agreement for Landscape Maintenance Services between the District and Vargas Property Services, Inc. for District Tracts in Village I, not to exceed \$39,449.74.

Service Agreement for Exterior Light Inspection between the District and Colorado Lighting, Inc:

The Board reviewed the Service Agreement for Exterior Light Inspection between the District and Colorado Lighting, Inc

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Coffey, and upon vote, unanimously carried, the Board approved the Service Agreement for Exterior Light Inspection between the District and Colorado Lighting, Inc, subject to the increase in time and materials rates not exceeding 10% of the rates shown in the draft agreement.

Service Agreement for Snow Removal Services between the District and Magnum Snow Removal, Inc.:

The Board reviewed the Service Agreement for Snow Removal Services between the District and Magnum Snow Removal, Inc.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Coffey, and upon vote, unanimously carried, the Board approved the Service Agreement for Snow Removal Services between the District and Magnum Snow Removal, Inc.

Dog Waste Collection Stations: The Board discussed the installation of additional dog waste collection stations. Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Coffey, and upon vote, unanimously carried, the Board authorize the installation of two additional dog waste collection stations.

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CAPITAL MATTERS **Prairie Center Village I Phase IV Improvements Projects:** Director Tamblyn provided an update to the Board regarding the Prairie Center Village I Phase IV Improvements Projects and current development within the District.

OTHER MATTERS There were no other matters.

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

Respectfully submitted,

By _____


Secretary for the Meeting