

RECORD OF PROCEEDINGS

MINUTES OF THE ORGANIZATIONAL AND SPECIAL MEETING OF PRAIRIE SONG METROPOLITAN DISTRICT NOS. 3-6, 8 & 9 HELD

February 10, 2022

The Organizational and Special Meeting of the Boards of Directors of Prairie Song Metropolitan District Nos. 3-6 and 8 & 9 was held via teleconference, on Thursday, February 10, 2022 at 3:00 p.m.

ATTENDANCE

Directors in Attendance:

Patrick McMeekin, President
Landon Hoover, Secretary
Jason Stansberry, Treasurer

Directors Absent were:

Kara Hoover, Assistant Secretary (Excused)
Mike Welty, Assistant Secretary (Excused)

Also in Attendance:

Eve Velasco; White Bear Ankele Tanaka & Waldron,
Ryan Abbott, Shannon McEvoy, Lyndsey Paavilainen, Andrew Kunkel, Brendan
Campbell, and Shannon Metcalf ; Pinnacle Consulting Group, Inc.
Barrett Marrocco and Chase Hanusa; Independent District Engineering Services

ADMINISTRATIVE ITEMS

The Organizational and Special Meeting of the Boards of Directors (collectively, the “Boards”) of Prairie Song Metropolitan District Nos. 3-6, 8 & 9 (collectively, the “District”) was called to order by Director McMeekin at 3:02 p.m. He noted that a quorum was present, with three out of five directors in attendance. The Board Members confirmed that prior to the meeting they had been notified of the meeting and all Board Members confirmed their qualification to serve on the Board.

Meeting Notice: Mr. Abbott reported that Notice of the Organizational and Special Board Meeting had been properly posted within the boundaries of the District at least 24 hours in advance of the meeting. The Notice also included the agenda items.

Conflicts of Interest: Ms. Velasco noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts. Ms. Velasco advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

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AGENDA

The Board reviewed the agenda. Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

There were no citizens present and no public comments received.

CONSENT AGENDA ITEMS

- A. Approval of December 10, 2021, Special Meeting Minutes (Nos. 3-6).
- B. Adoption of Joint Public Records Request Policy.
- C. Approval of Joint Resolution Concerning Authorization for Approval of Contracts. and Payment of Claims.
- D. Adoption of Joint Resolution Regarding District's Intent to Reimburse Operations, Maintenance and Capital Expense Advances.
- E. Adoption of 2022 Joint Annual Administrative Resolution.
- F. Adoption of Joint Electronic Signature Policy.
- G. Adoption of Joint Resolution Adopting the Colorado Special District Records Retention Schedule.
- H. Adoption of Joint Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts.
- I. Ratification of Intergovernmental Agreement with the Town of Windsor Regarding the Service Plan.
- J. Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for General Counsel Legal Services.
- K. Ratification of Engagement of Pinnacle Consulting Group for District Management and Accounting Services.

Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director and, upon vote, unanimously carried, it was

RESOLVED to approve the consent agenda, as presented.

FINANCIAL ITEMS

2022 Budget Hearing: Mr. Campbell reported that notice of the hearing had been published in accordance with state budget law. Upon motion by Director L Hoover and seconded by Director Stansberry, the budget hearing was opened for public comment. There being no public input, the public hearing portion of the budget was closed. The Boards reviewed the 2022 budgets for Prairie Song Districts Nos. 8 & 9, which detailed estimated revenues and expenditures for each District.

Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2022 Budgets for Prairie Song Districts Nos. 8 & 9, as presented and appropriate sums of money. The Board further authorized District staff to make non-material

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adjustments to the documents if necessary.

Other Financial Matters: The Board authorized Mr. Campbell to open bank accounts on behalf of District Nos. 4 and 8 and authorized the signers as Patrick McMeekin and Landon Hoover.

CAPITAL MATTERS

Capital Construction Projects: Mr. Marrocco reviewed the Resolution Regarding the Funding and Completion of Public Improvements (District No. 4). Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director and, upon vote, unanimously carried, it was

RESOLVED to ratify the Resolution Regarding the Funding and Completion of Public Improvements (District No. 4).

LEGAL ITEMS

Joint Resolution Calling the May 3, 2022 Election: Ms. Velasco reviewed with the Board the 2022 Election Resolution (District Nos. 8 & 9). Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director L. Hoover and, upon vote, unanimously carried, it was

RESOLVED to approve the Joint Resolution Calling the May 3, 2022 Election.

Ms. Velasco also confirmed that the Call for Nominations has been posted on the District's website.

Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) (District Nos. 8 & 9): Mr. Abbott explained the insurance requirements and noted that he would facilitate adding District 8 to the current policy.

Funding and Reimbursement Agreement between District No. 8 and Prairie Song Development, LLC: Ms. Velasco reviewed with the boards the Funding and Reimbursement Agreement between District 8 and Prairie Song Development, LLC. Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director and, upon vote, unanimously carried, it was

RESOLVED to approve the Funding and Reimbursement Agreement between District No. 8 and Prairie Song Development, LLC.

MANAGEMENT AND OPERATIONAL ITEMS

There were no Management and Operational Items brought before the Board.

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BOARD ITEMS There was no Board Member Items brought before the Board.

OTHER ITEMS There were no Other Items to come before the Board.

ADJOURNMENT Upon motion duly made by Director Stansberry, seconded by Director L. Hoover and, upon vote unanimously carried, the meeting was adjourned at 3:19 p.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above referenced meeting and was approved by the Boards of Directors of Prairie Song Metropolitan District Nos. 3-6.

Respectfully submitted,

Shannon Metcalf, Recording Secretary