

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER COORDINATING METROPOLITAN DISTRICT
(THE "DISTRICT")
HELD
NOVEMBER 14, 2022

A special meeting of the Board of Directors of the Prosper Coordinating Metropolitan District (the "Board") was convened on Monday, November 14, 2022 at 2:00 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Maribeth D'Amico, President
Kari Wright, Secretary/Treasurer
Don Sullivan, Assistant Secretary

Director William Smith was absent and excused.

Also In Attendance Were:

Denise Denslow, Sandy Brandenburger and Susan Agema; CliftonLarsonAllen LLP
MaryAnn McGeady, Esq. and Craig Sorensen; McGeady Becher P.C.
Brandon Collins, P.E.; Independent District Engineering Services, LLC ("IDES")

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: The meeting was called to order at 2:00 p.m. Upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the agenda, as presented, and excused the absence of Director Smith.

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State and to the Board. The members of the Board were requested to 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 statute. No new conflict disclosures were provided by the Directors. It was noted by Mr. Sorensen that disclosures of potential conflicts of interest were previously filed with the Secretary of State for all directors.

Quorum, Location of Meeting, Meeting Notices: Ms. Denslow confirmed the presence of a quorum. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the

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District's Board meeting.

Ms. Denslow 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 by taxpaying electors within the District's boundaries.

Public Comment: There were no public comments.

Renewal of District's insurance coverage and Special District Association membership for 2023: Following review, upon a motion duly made by Director Wright, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the renewal of the District's insurance coverage and Special District Association membership for 2023.

Status of Establishment of District Website: Ms. Denslow informed the Board that a District website has been established on the WIX platform and, following discussion, the Board determined to maintain the District website on such platform.

CONSENT AGENDA

- **Approval of Minutes of August 22, 2022 Regular Meeting**
- **Transparency Notice and Mode of Eligible Elector Notification for 2023**
- **2023 Meeting Schedule and Adoption of Resolution No. 2022-11-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices**
- **Direction to Staff Regarding Section 32-1-306, C.R.S. Annual Map Filing Compliance for 2023**

Ms. Denslow reviewed the Consent Agenda items with the Board. Upon a motion duly made by Director Sullivan, seconded by Director Wright and upon vote unanimously carried, the Board approved, ratified approval of, or directed compliance with (as appropriate), the Consent Agenda items/actions listed above.

It was noted that the required Transparency Notice will be posted on the Special District Association website and the District website, and that regular meetings of the District for 2023 will be held on the 4th Wednesday of each month at 2:00 p.m., such meetings to be held virtually or at the offices of McGeady Becher P.C., 450 E. 17th Ave., Suite 400, Denver, CO 80203, at the discretion of the Board.

LEGAL MATTERS

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

Following review and discussion, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-11-02, Resolution Calling a Regular Election for Directors on May 2, 2023, appointing Craig Sorensen as Designated Election

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Official (“DEO”), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

Third Amendment to 2018-2019 Facilities Funding and Acquisition Agreement: It was noted that the 2018-2019 Facilities Funding and Acquisition Agreement (“FFAA”) between the District and VREI, Inc. needs to be extended to cover fiscal year 2023, and that the shortfall amount needs to be increased.

Following review and discussion, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the Third Amendment to the FFAA, subject to approval by VREI, Inc.

Well Proposal and Proposed Oil and Gas Lease: Extensive discussion was held regarding the Well Proposal for various Prosper Farm wells) from Civitas Resources, Inc. as parent company of Crestone Peak Resources Operating, LLC (“Crestone”), and the proposed Oil and Gas Lease between the District and Crestone. It was noted that the wellhead is currently not within the boundaries of any of the Prosper Districts.

Following review and discussion, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board directed District Counsel and Staff to work with the surface property owner to include the property into the tax base of one of the Prosper Districts, and to work with the oil and gas owner regarding the proposed lease. The Board also authorized the District President to execute any necessary documents.

FINANCIAL MATTERS

Claims: Ms. Agema reviewed the claims list with the Board. Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan and, upon vote, unanimously carried, the Board ratified the approval of paid claims (processed through bill.com or via ACH) in the amount of \$43,317.67.

August 31, 2022 Financial Statements and October 2022 Schedule of Cash Position: Ms. Agema reviewed the August 31, 2022 Unaudited Financial Statements and October 2022 Schedule of Cash Position with the Board. Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan and, upon vote, unanimously carried, the Board accepted the August 31, 2022 Unaudited Financial Statements and the October 2022 Schedule of Cash Position, as presented.

2022 Budget Amendment: Director D’Amico opened the public hearing to consider a potential amendment to the 2022 Budget and discuss related issues.

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 the public hearing.

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No public comments were received, and the public hearing was closed.

Ms. Agema informed the Board that no amendment to the 2022 Budget was required.

2023 Budget: Director D’Amico 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 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 the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Agema reviewed the 2023 Budget with the Board. It was determined that no mill levy would be imposed. Following discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan and, upon vote, unanimously carried, the Board approved the 2023 Budget, as presented, and adopted Resolution No. 2022-11-03 to Adopt the 2023 Budget and Appropriate Sums of Money. Staff was directed to make the appropriate statutory filings.

Ms. Denslow discussed with the Board her firm’s new requirement that the DLG-70 Certification of Tax Levies (“Certification”) be signed by a Board Member. Following discussion, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board appointed Director D’Amico to sign the Certification (zero mill levy).

2022 Audit: Upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board authorized the engagement of Haynie & Co. to prepare the 2022 Audit, as long as the fee is within the 2023 budget parameter of a combined cost of \$11,500 for both Prosper Coordinating Metropolitan District and Prosper Metropolitan District No. 4.

Preparation of 2024 Budget: Upon a motion duly made by Director Sullivan, seconded by Director Wright, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget, and directed that the form of the 2024 Budget be the same as the 2023 Budget, unless directed otherwise by a Board Member.

CONSTRUCTION MATTERS

Presentation of Construction Status Report By Independent District Engineering Services, LLC (“IDES”): Mr. Collins indicated that no report was prepared, due to the lack of any construction activity.

Contracts, Change Orders, Work Order and LAPs: No items were presented for approval.

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MANAGER
MATTERS

Approval of CliftonLarsonAllen LLP 2023 Statements of Work (“SOWs”):
Ms. Denslow reviewed the 2023 SOWs with the Board, noting that her firm requires approval of the SOWs annually. She indicated there were no changes from the SOWs approved for 2022. Following discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan the Board approved the 2023 SOWs.

OTHER
BUSINESS

The Board determined to cancel the November 28, 2022 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Sullivan, seconded by Director Wright, and, upon vote, unanimously carried, the meeting was adjourned at 2:53 p.m.

Respectfully submitted,

DocuSigned by:

kari wright

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Secretary for the Meeting