

PROSPER COORDINATING METROPOLITAN DISTRICT
PROSPER REGIONAL WATER & SANITATION SERVICE
METROPOLITAN DISTRICT
PROSPER WATER & SANITATION FINANCING METROPOLITAN
DISTRICT
PROSPER PARK & RECREATION FINANCING
METROPOLITAN DISTRICT
PROSPER METROPOLITAN DISTRICT NOS. 1-4

8390 E. Crescent Parkway, Suite 300
 Greenwood Village, Colorado 80111
 Phone: 303-779-5710
 Fax: 303-779-0348
 www.prospermds.org

NOTICE OF REGULAR MEETING AND AGENDA

DATE: Wednesday, January 24, 2024

TIME: 1:30 p.m.

LOCATION: Microsoft TEAMS

ACCESS: You can attend the meeting in any of the following ways:

1. To attend via Microsoft Teams Videoconference, link as follows:
https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZDVhNWFYmYtZmM2ZC00NTkzLTg3NGQtMTI1MTI4ZWlZZWU1%40thread.v2/0?context=%7b%22tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22oid%22%3a%22d42bab28-fbd8-4e65-a395-965cf9ef152f%22%7d

2. To attend via telephone, dial 720-547-5281 and enter the following additional information: Conference ID: 110 316 996#

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Maribeth W. D’Amico	President	May 2027
Kari Wright	Secretary/Treasurer	May 2025
William Smith	Assistant Secretary	May 2025
Don Sullivan	Assistant Secretary	May 2025
Vacancy	N/A	May 2027

I. ADMINISTRATIVE MATTERS

- A. Call to order and approval of agenda.
- B. Present disclosures of potential conflicts of interest.
- C. Confirm quorum, location of meeting and posting of meeting notices.
Designate 24-hour posting location.
- D. Public Comment.

Members of the public may express their views to the Boards on matters that affect the Districts that are otherwise not on the agenda. Comments will be limited to three (3) minutes per person.

- E. **[All Districts]** Review and consider approval of minutes of October 25, 2023 Regular Meeting and statutory Annual Meeting (enclosures).

II. LEGAL MATTERS

- A. **[All Districts]** Discuss results of November 7, 2023 Special Elections.
- B. **[Coordinating MD]** Review and consider approval of Agreement Concerning Litigation Costs between Prosper Coordinating Metropolitan District and Prosper Farms Investments, LLC (enclosure).
- C. **[Coordinating MD] Conveyances of Property from JL Group, LLC:**
 - 1. Acknowledge conveyance of approximately 0.5331 acres of property from JL Group, LLC to Prosper Coordinating Metropolitan District, pursuant to Final Rule and Order and Release of Lis Pendens in Arapahoe County District Court Case No. 2018CV31304, recorded in the Arapahoe County records on November 9, 2018 at Reception No. D8110966 (enclosure).
 - 2. Discuss and consider execution of a contract between and among JL Group, LLC, Prosper Farms Investments, LLC, and Prosper Coordinating Metropolitan District, and consider acceptance of conveyance of approximately 0.26033 acres of property from JL Group, LLC to Prosper Coordinating District. Authorize any necessary actions in connection therewith.

III. FINANCIAL MATTERS

- A. **[Coordinating MD]** Ratify approval of Paid Claims/New Claims Totaling \$1,282,814.44 (enclosure).
- B. **[Coordinating MD]** Review and accept November 30, 2023 Unaudited Financial Statements and January 2024 Schedule of Cash Position (enclosure).

IV. CONSTRUCTION MATTERS

- A. **[Coordinating MD]** Consider approval of contracts, change orders, work orders, and LAPs, if any.

V. MANAGER MATTERS

VI. OTHER BUSINESS

VII. ADJOURNMENT

The next regular meeting is scheduled for February 28, 2024 at 1:30 p.m.

RECORD OF PROCEEDINGS

MINUTES OF A STATUTORY ANNUAL MEETING OF THE BOARD OF DIRECTORS OF THE PROSPER COORDINATING METROPOLITAN DISTRICT (THE “DISTRICT”) HELD OCTOBER 25, 2023

Pursuant to Section 32-1-903(6), C.R.S., a statutory annual meeting of the Board of Directors of the Prosper Coordinating Metropolitan District (the “Board”) was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
William Smith, Assistant Secretary

Also In Attendance Were:

Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; CliftonLarsonAllen LLP
MaryAnn McGeady, Esq. and Craig Sorensen; McGeady Becher P.C.
Brandon Collins, P.E.; Independent District Engineering Services, LLC (“IDES”)

ANNUAL MEETING ITEMS

Confirmation of Posting of Annual Meeting Notice: It was noted for the record that notice of the time, date and location of the annual meeting was duly posted on the District’s website and that no objections to the means of hosting the meeting by taxpaying electors within the District’s boundaries have been received.

Presentation Regarding the Status of the Public Infrastructure Projects Within the District and Outstanding Bonds: Director D’Amico noted there are currently no public infrastructure projects in the District, and no bonds have been issued.

Unaudited Financial Statements, Including Year-to-Date Revenue and Expenditures of the District in Relation to its Adopted Budget, for the Calendar Year: This information was provided during the Regular Board Meeting of the

RECORD OF PROCEEDINGS

district.

Public Questions: There were no public questions.

ADJOURNMENT

There being no further business to come before the Board at this time, the annual meeting was adjourned.

Respectfully submitted,

By _____
Secretary for the Annual Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER COORDINATING METROPOLITAN DISTRICT
(THE “DISTRICT”)
HELD
OCTOBER 25, 2023

A regular meeting of the Board of Directors of the Prosper Coordinating Metropolitan District (the “Board”) was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
William Smith, Assistant Secretary

Also In Attendance Were:

Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; 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 Regular Board meeting was called to order at 1:30 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 amended.

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 the meeting and incorporated for the record those applicable disclosures made by the Board members prior to the 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: The presence of a quorum was confirmed. 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.

RECORD OF PROCEEDINGS

It was 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.

Minutes of July 11, 2023 Special Meeting: Following review, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the minutes of the July 11, 2023 Special Meeting, as presented.

Requirements of Section 32-1-306, C.R.S., Transparency Notice and Mode of Eligible Elector Notification for 2024: Ms. Denslow confirmed that the Transparency Notice for 2024 will be posted and filed as required by statute.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2024, and the Board determined to schedule regular meetings for the 4th Wednesday of each month at 1:30 p.m., to be held virtually (or at the offices of McGeady Becher P.C.).

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. 2023-10-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

Insurance Matters:

Cyber Security and Increased Crime Insurance Coverage: Attorney McGeady discussed recent cyber security concerns and increased crime insurance coverage with the Board. Extensive discussion ensued.

Establishment of Insurance Committee: Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director D'Amico as the Insurance Committee to make final determinations regarding additional insurance coverage.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the renewal of the District's existing insurance coverage and Special District Association membership for 2024.

RECORD OF PROCEEDINGS

LEGAL MATTERS

November 7, 2023 Special Election: Mr. Sorensen discussed the status of the November 7, 2023 Special Election with the Board, noting that ballots were mailed out on October 16, 2023 and must be returned by November 7, 2023. Discussion regarding procedures and restrictions relating to return of ballots ensued.

Construction Committee Update on Issues Related to Right-of-Way and Construction of an Extension to Colfax Ave., Related Easements, and Potential Cost Sharing Agreement Between Prosper Coordinating MD and JL Group, LLC for Design and Construction of Such Extension: Director D'Amico noted this issue is dormant, and if there is a need in the future, a special meeting will be called to discuss the issue.

Resolution No. 2023-10-02, Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director D'Amico, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-02, Resolution Amending Policy on Colorado Open Records Act Requests.

FINANCIAL MATTERS

Claims: Mr. Carroll 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 in the amount of \$67,157.13.

July 31, 2023 Unaudited Financial Statements and October 2023 Schedule of Cash Position: Mr. Carroll reviewed the July 31, 2023 Financial Statements and October 2023 Schedule of Cash Position with the Board. Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board accepted the July 31, 2023 Unaudited Financial Statements and the October 2023 Schedule of Cash Position, as presented.

2023 Budget Amendment: Director D'Amico opened the public hearing to consider amendment of the 2023 Budget and discuss related issues.

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

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

Mr. Carroll informed the Board that an amendment to the 2023 Budget was required. Extensive discussion ensued. Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan, and upon vote unanimously carried, the Board adopted Resolution No. 2023-10-03,

RECORD OF PROCEEDINGS

Resolution to Amend the 2023 Budget. Staff was directed to make the appropriate statutory filing.

Reimbursement to VREI, Inc. of Developer Advances for Operations in

2023: Mr. Carroll informed the Board that this reimbursement has not yet taken place. Following discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan, and upon vote unanimously carried, the Board authorized the reimbursement to VREI, Inc. of developer advances for operations in the amount of \$1,200,000, such reimbursement to take place prior to the end of 2023 whenever sufficient District funds are available.

2024 Budget: Director D'Amico opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider the 2024 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.

Mr. Carroll reviewed the 2024 Budget with the Board. It was determined that no mill levy would be imposed. Attorney McGeady noted certain revisions to the 2024 Budget that were required relating to reimbursements to VREI, Inc. Following discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan and, upon vote, unanimously carried, the Board approved the 2024 Budget, with revisions discussed at the meeting, and adopted Resolution No. 2023-10-04 to Adopt the 2024 Budget and Appropriate Sums of Money. Staff was directed to make the appropriate statutory filings.

DLG-70 Certification of Tax Levies Form ("Certification"): Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare, sign and file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the engagement of an auditor to prepare the 2023 Audit, and further authorized Director D'Amico to review and sign the audit engagement agreement.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

RECORD OF PROCEEDINGS

CONSTRUCTION
MATTERS

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

MANAGER
MATTERS

CliftonLarsonAllen LLP Master Service Agreement(s) (MSA) and 2024 Statement(s) of Work (“SOWs”) for 2024 Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan the Board approved the 2024 MSA and SOW between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services.

OTHER
BUSINESS

The Board determined to cancel the November 22, 2023 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, meeting was adjourned at 2:42 p.m.

Respectfully submitted,

Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER METROPOLITAN DISTRICT NO. 1
(THE "DISTRICT")
HELD
OCTOBER 25, 2023

A Regular meeting of the Board of Directors of the Prosper Metropolitan District No. 1 (the "Board") was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
William Smith, Assistant Secretary

Also In Attendance Were:

Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; 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 Regular Board meeting was called to order at 1:30 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 amended.

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 the meeting and incorporated for the record those applicable disclosures made by the Board members prior to the 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: The presence of a quorum was confirmed. 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.

RECORD OF PROCEEDINGS

It was 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.

Minutes of July 11, 2023 Special Meeting: Following review, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the minutes of the July 11, 2023 Special Meeting, as presented.

Requirements of Section 32-1-306, C.R.S., Transparency Notice and Mode of Eligible Elector Notification for 2024: Ms. Denslow confirmed that the Transparency Notice for 2024 will be posted and filed as required by statute.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2024, and the Board determined to schedule regular meetings for the 4th Wednesday of each month at 1:30 p.m., to be held virtually (or at the offices of McGeady Becher P.C.).

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. 2023-10-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

Insurance Matters:

Cyber Security and Increased Crime Insurance Coverage: Attorney McGeady discussed recent cyber security concerns and increased crime insurance coverage with the Board. Extensive discussion ensued.

Establishment of Insurance Committee: Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director D'Amico as the Insurance Committee to make final determinations regarding additional insurance coverage.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the renewal of the District's existing insurance coverage and Special District Association membership for 2024.

RECORD OF PROCEEDINGS

LEGAL MATTERS

November 7, 2023 Special Election: Mr. Sorensen discussed the status of the November 7, 2023 Special Election with the Board, noting that ballots were mailed out on October 16, 2023 and must be returned by November 7, 2023. Discussion regarding procedures and restrictions relating to return of ballots ensued.

Resolution No. 2023-10-02, Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director D’Amico, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-02, Resolution Amending Policy on Colorado Open Records Act Requests.

FINANCIAL MATTERS

2023 Budget Amendment: Director D’Amico opened the public hearing to consider amendment of the 2023 Budget and discuss related issues.

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

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

Mr. Carroll informed the Board that no amendment to the 2023 Budget was required.

2024 Budget: Director D’Amico opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider the 2024 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.

Mr. Carroll reviewed the 2024 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 2024 Budget, as presented, and adopted Resolution No. 2023-10-03 to Adopt the 2024 Budget and Appropriate Sums of Money. Staff was directed to make the appropriate statutory filings.

DLG-70 Certification of Tax Levies Form (“Certification”): Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the District

RECORD OF PROCEEDINGS

Accountant to prepare, sign and file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit Exemption: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2023.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

MANAGER
MATTERS

CliftonLarsonAllen LLP Master Service Agreement(s) (MSA) and 2024 Statement(s) of Work (“SOWs”) for 2024 Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan the Board approved the 2024 MSA and SOW between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services.

OTHER
BUSINESS

The Board determined to cancel the November 22, 2023 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, meeting was adjourned at 2:42 p.m.

Respectfully submitted,

Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER METROPOLITAN DISTRICT NO. 2
(THE "DISTRICT")
HELD
OCTOBER 25, 2023

A Regular meeting of the Board of Directors of the Prosper Metropolitan District No. 2 (the "Board") was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
William Smith, Assistant Secretary

Also In Attendance Were:

Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; 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 Regular Board meeting was called to order at 1:30 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 amended.

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 the meeting and incorporated for the record those applicable disclosures made by the Board members prior to the 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: The presence of a quorum was confirmed. 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.

RECORD OF PROCEEDINGS

It was 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.

Minutes of July 11, 2023 Special Meeting: Following review, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the minutes of the July 11, 2023 Special Meeting, as presented.

Requirements of Section 32-1-306, C.R.S., Transparency Notice and Mode of Eligible Elector Notification for 2024: Ms. Denslow confirmed that the Transparency Notice for 2024 will be posted and filed as required by statute.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2024, and the Board determined to schedule regular meetings for the 4th Wednesday of each month at 1:30 p.m., to be held virtually (or at the offices of McGeady Becher P.C.).

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. 2023-10-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

Insurance Matters:

Cyber Security and Increased Crime Insurance Coverage: Attorney McGeady discussed recent cyber security concerns and increased crime insurance coverage with the Board. Extensive discussion ensued.

Establishment of Insurance Committee: Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director D'Amico as the Insurance Committee to make final determinations regarding additional insurance coverage.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the renewal of the District's existing insurance coverage and Special District Association membership for 2024.

RECORD OF PROCEEDINGS

LEGAL MATTERS

November 7, 2023 Special Election: Mr. Sorensen discussed the status of the November 7, 2023 Special Election with the Board, noting that ballots were mailed out on October 16, 2023 and must be returned by November 7, 2023. Discussion regarding procedures and restrictions relating to return of ballots ensued.

Resolution No. 2023-10-02, Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director D’Amico, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-02, Resolution Amending Policy on Colorado Open Records Act Requests.

FINANCIAL MATTERS

2023 Budget Amendment: Director D’Amico opened the public hearing to consider amendment of the 2023 Budget and discuss related issues.

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

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

Mr. Carroll informed the Board that no amendment to the 2023 Budget was required.

2024 Budget: Director D’Amico opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider the 2024 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.

Mr. Carroll reviewed the 2024 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 2024 Budget, as presented, and adopted Resolution No. 2023-10-03 to Adopt the 2024 Budget and Appropriate Sums of Money. Staff was directed to make the appropriate statutory filings.

DLG-70 Certification of Tax Levies Form (“Certification”): Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the District

RECORD OF PROCEEDINGS

Accountant to prepare, sign and file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit Exemption: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2023.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

MANAGER
MATTERS

CliftonLarsonAllen LLP Master Service Agreement(s) (MSA) and 2024 Statement(s) of Work (“SOWs”) for 2024 Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan the Board approved the 2024 MSA and SOW between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services.

OTHER
BUSINESS

The Board determined to cancel the November 22, 2023 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, meeting was adjourned at 2:42 p.m.

Respectfully submitted,

Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER METROPOLITAN DISTRICT NO. 3
(THE "DISTRICT")
HELD
OCTOBER 25, 2023

A Regular meeting of the Board of Directors of the Prosper Metropolitan District No. 3 (the "Board") was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
William Smith, Assistant Secretary

Also In Attendance Were:

Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; 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 Regular Board meeting was called to order at 1:30 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 amended.

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 the meeting and incorporated for the record those applicable disclosures made by the Board members prior to the 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: The presence of a quorum was confirmed. 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.

RECORD OF PROCEEDINGS

It was 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.

Minutes of July 11, 2023 Special Meeting: Following review, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the minutes of the July 11, 2023 Special Meeting, as presented.

Requirements of Section 32-1-306, C.R.S., Transparency Notice and Mode of Eligible Elector Notification for 2024: Ms. Denslow confirmed that the Transparency Notice for 2024 will be posted and filed as required by statute.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2024, and the Board determined to schedule regular meetings for the 4th Wednesday of each month at 1:30 p.m., to be held virtually (or at the offices of McGeady Becher P.C.).

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. 2023-10-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

Insurance Matters:

Cyber Security and Increased Crime Insurance Coverage: Attorney McGeady discussed recent cyber security concerns and increased crime insurance coverage with the Board. Extensive discussion ensued.

Establishment of Insurance Committee: Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director D'Amico as the Insurance Committee to make final determinations regarding additional insurance coverage.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the renewal of the District's existing insurance coverage and Special District Association membership for 2024.

RECORD OF PROCEEDINGS

LEGAL MATTERS

November 7, 2023 Special Election: Mr. Sorensen discussed the status of the November 7, 2023 Special Election with the Board, noting that ballots were mailed out on October 16, 2023 and must be returned by November 7, 2023. Discussion regarding procedures and restrictions relating to return of ballots ensued.

Resolution No. 2023-10-02, Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director D’Amico, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-02, Resolution Amending Policy on Colorado Open Records Act Requests.

FINANCIAL MATTERS

2023 Budget Amendment: Director D’Amico opened the public hearing to consider amendment of the 2023 Budget and discuss related issues.

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

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

Mr. Carroll informed the Board that no amendment to the 2023 Budget was required.

2024 Budget: Director D’Amico opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider the 2024 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.

Mr. Carroll reviewed the 2024 Budget with the Board. It was determined that a mill levy of 70.000 mills would be imposed in the General Fund. Following discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan and, upon vote, unanimously carried, the Board approved the 2024 Budget, as presented, adopted Resolution No. 2023-10-03 to Adopt the 2024 Budget and Appropriate Sums of Money, and adopted Resolution No. 2023-10-04 to Set Mill Levies. Staff was directed to make the appropriate statutory filings.

DLG-70 Certification of Tax Levies Form (“Certification”): Following discussion, upon a motion duly made by Director Smith, seconded by Director

RECORD OF PROCEEDINGS

Sullivan and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare, sign and file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit Exemption: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2023.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

MANAGER
MATTERS

CliftonLarsonAllen LLP Master Service Agreement(s) (MSA) and 2024 Statement(s) of Work (“SOWs”) for 2024 Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan the Board approved the 2024 MSA and SOW between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services.

OTHER
BUSINESS

The Board determined to cancel the November 22, 2023 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, meeting was adjourned at 2:42 p.m.

Respectfully submitted,

Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER METROPOLITAN DISTRICT NO. 4
(THE “DISTRICT”)
HELD
OCTOBER 25, 2023

A Regular meeting of the Board of Directors of the Prosper Metropolitan District No. 4 (the “Board”) was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
William Smith, Assistant Secretary

Also In Attendance Were:

Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; 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 Regular Board meeting was called to order at 1:30 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 amended.

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 the meeting and incorporated for the record those applicable disclosures made by the Board members prior to the 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: The presence of a quorum was confirmed. 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.

RECORD OF PROCEEDINGS

It was 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.

Minutes of July 11, 2023 Special Meeting: Following review, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the minutes of the July 11, 2023 Special Meeting, as presented.

Requirements of Section 32-1-306, C.R.S., Transparency Notice and Mode of Eligible Elector Notification for 2024: Ms. Denslow confirmed that the Transparency Notice for 2024 will be posted and filed as required by statute.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2024, and the Board determined to schedule regular meetings for the 4th Wednesday of each month at 1:30 p.m., to be held virtually (or at the offices of McGeady Becher P.C.).

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. 2023-10-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

Insurance Matters:

Cyber Security and Increased Crime Insurance Coverage: Attorney McGeady discussed recent cyber security concerns and increased crime insurance coverage with the Board. Extensive discussion ensued.

Establishment of Insurance Committee: Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director D'Amico as the Insurance Committee to make final determinations regarding additional insurance coverage.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the renewal of the District's existing insurance coverage and Special District Association membership for 2024.

RECORD OF PROCEEDINGS

LEGAL MATTERS

November 7, 2023 Special Election: Mr. Sorensen discussed the status of the November 7, 2023 Special Election with the Board, noting that ballots were mailed out on October 16, 2023 and must be returned by November 7, 2023. Discussion regarding procedures and restrictions relating to return of ballots ensued.

Resolution No. 2023-10-02, Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director D’Amico, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-02, Resolution Amending Policy on Colorado Open Records Act Requests.

FINANCIAL MATTERS

2023 Budget Amendment: Director D’Amico opened the public hearing to consider amendment of the 2023 Budget and discuss related issues.

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

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

Mr. Carroll informed the Board that no amendment to the 2023 Budget was required.

2024 Budget: Director D’Amico opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider the 2024 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.

Mr. Carroll reviewed the 2024 Budget with the Board. It was determined that a mill levy of 70.000 mills would be imposed in the General Fund. Following discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan and, upon vote, unanimously carried, the Board approved the 2024 Budget, as presented, adopted Resolution No. 2023-10-03 to Adopt the 2024 Budget and Appropriate Sums of Money, and adopted Resolution No. 2023-10-04 to Set Mill Levies. Staff was directed to make the appropriate statutory filings.

DLG-70 Certification of Tax Levies Form (“Certification”): Following discussion, upon a motion duly made by Director Smith, seconded by Director

RECORD OF PROCEEDINGS

Sullivan and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare, sign and file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the engagement of an auditor to prepare the 2023 Audit, and further authorized Director D’Amico to review and sign the audit engagement agreement.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

MANAGER MATTERS

CliftonLarsonAllen LLP Master Service Agreement(s) (MSA) and 2024 Statement(s) of Work (“SOWs”) for 2024 Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan the Board approved the 2024 MSA and SOW between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services.

OTHER BUSINESS

The Board determined to cancel the November 22, 2023 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, meeting was adjourned at 2:42 p.m.

Respectfully submitted,

Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER PARK & RECREATION FINANCING METROPOLITAN
DISTRICT
(THE “DISTRICT”)
HELD
OCTOBER 25, 2023

A Regular meeting of the Board of Directors of the Prosper Park & Recreation Financing Metropolitan District (the “Board”) was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
William Smith, Assistant Secretary

Also In Attendance Were:

Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; 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 Regular Board meeting was called to order at 1:30 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 amended.

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 the meeting and incorporated for the record those applicable disclosures made by the Board members prior to the 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: The presence of a quorum was confirmed. 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

RECORD OF PROCEEDINGS

meeting.

It was 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.

Minutes of July 11, 2023 Special Meeting: Following review, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the minutes of the July 11, 2023 Special Meeting, as presented.

Requirements of Section 32-1-306, C.R.S., Transparency Notice and Mode of Eligible Elector Notification for 2024: Ms. Denslow confirmed that the Transparency Notice for 2024 will be posted and filed as required by statute.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2024, and the Board determined to schedule regular meetings for the 4th Wednesday of each month at 1:30 p.m., to be held virtually (or at the offices of McGeady Becher P.C.).

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. 2023-10-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

Insurance Matters:

Cyber Security and Increased Crime Insurance Coverage: Attorney McGeady discussed recent cyber security concerns and increased crime insurance coverage with the Board. Extensive discussion ensued.

Establishment of Insurance Committee: Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director D'Amico as the Insurance Committee to make final determinations regarding additional insurance coverage.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the renewal of the District's existing insurance coverage and Special District Association

RECORD OF PROCEEDINGS

membership for 2024.

LEGAL MATTERS

November 7, 2023 Special Election: Mr. Sorensen discussed the status of the November 7, 2023 Special Election with the Board, noting that ballots were mailed out on October 16, 2023 and must be returned by November 7, 2023. Discussion regarding procedures and restrictions relating to return of ballots ensued.

Resolution No. 2023-10-02, Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director D'Amico, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-02, Resolution Amending Policy on Colorado Open Records Act Requests.

FINANCIAL MATTERS

2023 Budget Amendment: Director D'Amico opened the public hearing to consider amendment of the 2023 Budget and discuss related issues.

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

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

Mr. Carroll informed the Board that no amendment to the 2023 Budget was required.

2024 Budget: Director D'Amico opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider the 2024 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.

Mr. Carroll reviewed the 2024 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 2024 Budget, as presented, and adopted Resolution No. 2023-10-03 to Adopt the 2024 Budget and Appropriate Sums of Money. Staff was directed to make the appropriate statutory filings.

DLG-70 Certification of Tax Levies Form ("Certification"): Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the District

RECORD OF PROCEEDINGS

Accountant to prepare, sign and file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit Exemption: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2023.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

MANAGER
MATTERS

CliftonLarsonAllen LLP Master Service Agreement(s) (MSA) and 2024 Statement(s) of Work (“SOWs”) for 2024 Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan the Board approved the 2024 MSA and SOW between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services.

OTHER
BUSINESS

The Board determined to cancel the November 22, 2023 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, meeting was adjourned at 2:42 p.m.

Respectfully submitted,

Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER REGIONAL WATER & SANITATION SERVICE
METROPOLITAN DISTRICT
(THE “DISTRICT”)
HELD
OCTOBER 25, 2023

A Regular meeting of the Board of Directors of the Prosper Regional Water & Sanitation Service Metropolitan District (the “Board”) was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
William Smith, Assistant Secretary

Also In Attendance Were:

Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; 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 Regular Board meeting was called to order at 1:30 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 amended.

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 the meeting and incorporated for the record those applicable disclosures made by the Board members prior to the 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: The presence of a quorum was confirmed. 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

RECORD OF PROCEEDINGS

meeting.

It was 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.

Minutes of July 11, 2023 Special Meeting: Following review, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the minutes of the July 11, 2023 Special Meeting, as presented.

Requirements of Section 32-1-306, C.R.S., Transparency Notice and Mode of Eligible Elector Notification for 2024: Ms. Denslow confirmed that the Transparency Notice for 2024 will be posted and filed as required by statute.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2024, and the Board determined to schedule regular meetings for the 4th Wednesday of each month at 1:30 p.m., to be held virtually (or at the offices of McGeady Becher P.C.).

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Insurance Matters:

Cyber Security and Increased Crime Insurance Coverage: Attorney McGeady discussed recent cyber security concerns and increased crime insurance coverage with the Board. Extensive discussion ensued.

Establishment of Insurance Committee: Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director D'Amico as the Insurance Committee to make final determinations regarding additional insurance coverage.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the renewal of the District's existing insurance coverage and Special District Association

RECORD OF PROCEEDINGS

membership for 2024.

LEGAL MATTERS

November 7, 2023 Special Election: Mr. Sorensen discussed the status of the November 7, 2023 Special Election with the Board, noting that ballots were mailed out on October 16, 2023 and must be returned by November 7, 2023. Discussion regarding procedures and restrictions relating to return of ballots ensued.

Resolution No. 2023-10-02, Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director D'Amico, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-02, Resolution Amending Policy on Colorado Open Records Act Requests.

FINANCIAL MATTERS

2023 Budget Amendment: Director D'Amico opened the public hearing to consider amendment of the 2023 Budget and discuss related issues.

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

Mr. Carroll informed the Board that no amendment to the 2023 Budget was required.

2024 Budget: Director D'Amico opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

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Mr. Carroll reviewed the 2024 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 2024 Budget, as presented, and adopted Resolution No. 2023-10-03 to Adopt the 2024 Budget and Appropriate Sums of Money. Staff was directed to make the appropriate statutory filings.

DLG-70 Certification of Tax Levies Form ("Certification"): Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the District

RECORD OF PROCEEDINGS

Accountant to prepare, sign and file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit Exemption: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2023.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

MANAGER
MATTERS

CliftonLarsonAllen LLP Master Service Agreement(s) (MSA) and 2024 Statement(s) of Work (“SOWs”) for 2024 Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan the Board approved the 2024 MSA and SOW between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services.

OTHER
BUSINESS

The Board determined to cancel the November 22, 2023 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, meeting was adjourned at 2:42 p.m.

Respectfully submitted,

Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PROSPER WATER & SANITATION FINANCING METROPOLITAN
DISTRICT
(THE “DISTRICT”)
HELD
OCTOBER 25, 2023

A Regular meeting of the Board of Directors of the Prosper Water & Sanitation Financing Metropolitan District (the “Board”) was convened on Wednesday, October 25, 2023 at 1:30 p.m. The 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
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Denise Denslow, Jason Carroll, Sandy Brandenburger, Chelsea Bojewski, and Marlena Brzeska-Cloyd; 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 Regular Board meeting was called to order at 1:30 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 amended.

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 the meeting and incorporated for the record those applicable disclosures made by the Board members prior to the 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: The presence of a quorum was confirmed. 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

RECORD OF PROCEEDINGS

meeting.

It was 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.

Minutes of July 11, 2023 Special Meeting: Following review, upon a motion duly made by Director Sullivan, seconded by Director Wright and, upon vote, unanimously carried, the Board approved the minutes of the July 11, 2023 Special Meeting, as presented.

Requirements of Section 32-1-306, C.R.S., Transparency Notice and Mode of Eligible Elector Notification for 2024: Ms. Denslow confirmed that the Transparency Notice for 2024 will be posted and filed as required by statute.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2024, and the Board determined to schedule regular meetings for the 4th Wednesday of each month at 1:30 p.m., to be held virtually (or at the offices of McGeady Becher P.C.).

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. 2023-10-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

Insurance Matters:

Cyber Security and Increased Crime Insurance Coverage: Attorney McGeady discussed recent cyber security concerns and increased crime insurance coverage with the Board. Extensive discussion ensued.

Establishment of Insurance Committee: Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director D'Amico as the Insurance Committee to make final determinations regarding additional insurance coverage.

Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: Following review and discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the renewal of the District's existing insurance coverage and Special District Association

RECORD OF PROCEEDINGS

membership for 2024.

LEGAL MATTERS

November 7, 2023 Special Election: Mr. Sorensen discussed the status of the November 7, 2023 Special Election with the Board, noting that ballots were mailed out on October 16, 2023 and must be returned by November 7, 2023. Discussion regarding procedures and restrictions relating to return of ballots ensued.

Resolution No. 2023-10-02, Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director D'Amico, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-02, Resolution Amending Policy on Colorado Open Records Act Requests.

FINANCIAL MATTERS

2023 Budget Amendment: Director D'Amico opened the public hearing to consider amendment of the 2023 Budget and discuss related issues.

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

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

Mr. Carroll informed the Board that no amendment to the 2023 Budget was required.

2024 Budget: Director D'Amico opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider the 2024 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.

Mr. Carroll reviewed the 2024 Budget with the Board. It was determined that a mill levy of 20.000 mills would be imposed in the General Fund. Following discussion, upon a motion duly made by Director Wright, seconded by Director Sullivan and, upon vote, unanimously carried, the Board approved the 2024 Budget, as presented, adopted Resolution No. 2023-10-03 to Adopt the 2024 Budget and Appropriate Sums of Money, and adopted Resolution No. 2023-10-04 to Set Mill Levies. Staff was directed to make the appropriate statutory filings.

RECORD OF PROCEEDINGS

DLG-70 Certification of Tax Levies Form (“Certification”): Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare, sign and file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit Exemption: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2023.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

MANAGER
MATTERS

CliftonLarsonAllen LLP Master Service Agreement(s) (MSA) and 2024 Statement(s) of Work (“SOWs”) for 2024 Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Smith, seconded by Director Sullivan the Board approved the 2024 MSA and SOW between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services.

OTHER
BUSINESS

The Board determined to cancel the November 22, 2023 regular meeting.

ADJOURNMENT

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, meeting was adjourned at 2:42 p.m.

Respectfully submitted,

Secretary for the Meeting

AGREEMENT CONCERNING LITIGATION COSTS

This **AGREEMENT CONCERNING LITIGATION COSTS** (“**Agreement**”) is made and entered into this ____ day of December, 2023, by and between **PROSPER COORDINATING METROPOLITAN DISTRICT**, a quasi-municipal corporation and political subdivision of the State of Colorado (the “**District**”), and **PROSPER FARMS INVESTMENTS, LLC**, a Colorado limited liability company (the “**Landowner**”) (individually, each a “**Party**” and collectively, the “**Parties**”).

RECITALS

A. The service area of the District covers approximately five thousand (5,000) acres south of Watkins, Colorado and is owned by Landowner (the “**Prosper Property**”).

B. A portion of the Prosper Property is under contract to be sold to VREI, Inc. (“**Developer**”). Developer has spent a significant amount of money in an effort to develop a portion of the Prosper Property and has also advanced funds, from time to time, on behalf of the District and to the District to support the District’s efforts to provide infrastructure and services to the Prosper Property.

C. The plans for development of the Prosper Property include the concept that effluent from a District wastewater treatment plant will be piped to a delivery point on the Box Elder Creek, subsequently pumped from the Box Elder Creek alluvial groundwater downstream of the delivery point, and ultimately used by the District for non-potable irrigation purposes in serving the Prosper Property. To facilitate this, ground water rights associated with four (4) well locations adjacent to Box Elder Creek within the Prosper Property and a plan for augmentation were prosecuted by Landowner and granted by the decree of the Division 1 Water Court, in Case No. 13CW3143 (the “**Prosper Decree**”). The Prosper Decree effectively allows the Landowner and its assigns to recycle or reuse (by pumping the wells) up to eight hundred (800) acre-feet of effluent per year for non-potable irrigation on the Prosper Property. The District is in the process of obtaining permits for the wastewater treatment plant and has already expended significant funds in the pursuit of this plan.

D. Rangeview Metropolitan District (“**Rangeview**”) owns certain rights on the Box Elder Creek that are several miles upstream from the rights granted in the Prosper Decree. In Water Court Case No. 20CW3214 (the “**Case**”), in summary terms, Rangeview is seeking permission to pump approximately two thousand (2,000) acre-feet of water each year from the Box Elder Creek alluvial groundwater upstream from the Prosper Property and replace a small fraction of that water one hundred (100) plus years later at a point thirty (30) plus miles downstream from the Prosper Property. Landowner, Developer, and the Landowner’s retained groundwater experts in the Case, believe that if the Water Court granted Rangeview the right to take such action, the productive capacity of the Box Elder Creek groundwater alluvium would be destroyed. This would render groundwater rights related to the Prosper Property useless; the wells could not be pumped. Thus, the District’s plan to recycle or reuse the effluent from the wastewater treatment plant as described above would be destroyed and the funds previously spent to achieve the plan would be lost and of no value. It is in the best interest of the Landowner and the District to oppose the Case.

E. Landowner, as the current title holder to the Prosper Property, has objected to Rangeview’s efforts in the Case and has retained counsel and experts to prepare for a trial opposing

the Rangeview plan. Recent discussions with counsel and experts have indicated that the Opposition Costs, defined below, to oppose Rangeview may exceed Two Hundred Thousand and 00/100 Dollars (\$200,000.00).

F. The District has determined it is in the best interests of its taxpayers and future service users to support the opposition of the efforts of Rangeview to take water from the Box Elder Creek.

G. Landowner and District desire to set forth the terms pursuant to which they will share in the payment of the Opposition Costs

NOW, THEREFORE, for and in consideration of the premises set forth above and the mutual covenants hereinafter set forth below, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

COVENANTS AND AGREEMENTS

1. Landowner shall continue to pursue its efforts to oppose Rangeview in Water Court Case No. 20CW3214 and shall pay the costs incurred in connection with such opposition, including legal fees, expert fees, and all other third party out-of-pocket costs incurred by Landowner in such opposition (“the **“Opposition Costs”**”).

2. Landowner will provide to the District copies of all invoices and documentation related to the Opposition Costs, including but not limited proof of payment by the Landowner, and a written request for payment (“**Payment Request Notice**”) of fifty (50%) of the Opposition Costs reflected in the invoices and documentation (the **“District’s Share”**). The District will have thirty (30) days from the date of receipt of the Payment Request Notice (the **“Document Review Period”**) to review the invoices and documentation and to request additional information or explanation as to the amount requested for payment or to object to any part or all of the amount requested for payment (“**Objection Notice**”). If no Objection Notice is delivered to the Landowner by the expiration of the Document Review Period, the District will be obligated to make payment to the Landowner of the District’s Share within five (5) business days of the expiration of the Document Review Period. The District and the Landowner acknowledge that the Landowner has incurred Opposition Costs prior to the date of this Agreement (“**Previously Incurred Opposition Costs**”) and the first Payment Request Notice will include the documentation and request for payment of the District’s Share of the Previously Incurred Opposition Costs. The Previously Incurred Opposition Costs will be processed for review and payment as set forth in this Section above.

3. If the District delivers to the Landowner an Objection Notice:

- a. The amount of the District’s Share that is not the subject of the Objection Notice will be paid by the District to the Landowner within five (5) days of delivery of the Objection Notice.
- b. The District and the Landowner agree they will meet to review the additional information or explanation provided by the Landowner to the District to address the issues raised in the Objection Notice within five (5) business days after delivery of the Objection Notice (“**Resolution Meeting**”) prior to initiating any litigation to pursue their rights under this Agreement.

4. Landowner shall provide to the District regular updates as to developments in the Case and the budget for Opposition Costs and shall consult with the District with respect to any

proposed resolution of the Case, although Landowner shall have the final approval right as to any resolution of the Case.

5. It is hereby agreed and acknowledged that this Agreement evidences an intent to reimburse the Landowner hereunder, but that this Agreement shall not constitute a debt or indebtedness of the District within the meaning of any constitutional or statutory provision, nor shall it constitute a multiple fiscal year financial obligation for the purposes of Article X, Section 20 of the Colorado Constitution, and the making of any reimbursement hereunder shall be at all times subject to annual appropriation by the District. By acceptance of this Agreement, Landowner agrees and consents to all of the limitations in respect of the payment of the principal and interest due hereunder and in the District's Service Plan.

6. The Landowner shall not assign any of its rights or delegate any of its duties hereunder to any person or entity. Any purported assignment or delegation in violation of the provisions hereof shall be void and of no effect.

7. In the event of a material breach or default of this Agreement by any Party, the non-defaulting Party shall be entitled to exercise all remedies available at law or in equity after the convening of a Resolution Meeting and the provision of thirty (30) days' prior written notice of the alleged breach or default to the other Parties. In the event of any litigation, arbitration or other proceeding to enforce the terms, covenants or conditions hereof, the prevailing Party in such proceeding shall obtain as part of its judgment or award its reasonable attorneys' fees.

8. The applicability of the laws of the State of Colorado shall be without reference to its conflict of laws principles. Any suit, action, or proceeding for the enforcement of the obligations created under this Agreement shall be brought exclusively in the state or federal courts in Colorado. The provisions of this Section 7 shall survive any termination of this Agreement.

9. All notices, demands, requests or other communications to be sent by one Party to the other hereunder or required by law shall be in writing and shall be deemed to have been validly given or served by delivery of same in person to the addressee or by courier delivery via FedEx or other nationally recognized overnight air courier service, by electronically-confirmed email transmission, or by depositing same in the United States mail, postage prepaid, addressed as follows:

To District: Prosper Coordinating Metropolitan District
c/o CliftonLarsonAllen LLP
8900 E. Crescent Parkway, Suite 300
Greenwood Village, CO 80111
Attention: Denise Denslow
Phone: 303-779-5710
Email: Denise.Denslow@claconnect.com

With a copy to: McGeady Becher P.C.
450 East 17th Avenue, Suite 400
Denver, CO 80203-1254
Attention: MaryAnn M. McGeady
Phone: 303-592-4380
Email: legalnotices@specialdistrictlaw.com

To Landowner: Prosper Farms Investments, LLC
5641 N. Broadway
Denver, CO 80216
Attention: Gregory A. Ruegsegger
Phone: 303-566-8000
Email: greg.ruegsegger@furniturerow.com

All notices, demands, requests or other communications shall be effective upon such personal delivery, one (1) business day after being deposited with FedEx or other nationally recognized overnight air courier service, on the date of transmission if sent by electronically-confirmed email transmission, or three (3) business days after deposit in the United States mail. By giving the other Party hereto at least ten (10) days' written notice thereof in accordance with the provisions hereof, each of the Parties shall have the right from time to time to change its address or contact information.

10. This Agreement may be executed in counterparts. All counterparts so executed shall constitute one agreement and shall be binding on all parties, even though all the parties did not sign the original or the same counterpart signature page. Signatures (including electronic signatures, including by DocuSign) transmitted by electronic mail in portable document format (PDF), or similar formats are also permitted as binding signatures to this Agreement.

11. The Parties agree that they shall take any and all reasonably necessary steps and sign and execute any and all reasonably necessary documents or agreements required to implement the terms of this Agreement, and each Party hereby agrees to refrain from taking any action, either expressly or impliedly, directly or indirectly, which would have the effect of prohibiting or hindering any other Party to this Agreement in its performance of its obligations hereunder.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the day and year first set forth above.

**PROSPER COORDINATING
METROPOLITAN DISTRICT,**

a quasi-municipal corporation and political
subdivision of the State of Colorado

By: _____
President

PROSPER FARMS INVESTMENTS, LLC,
a Colorado limited liability company

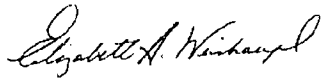
By: _____
Name: Gregory A. Ruegsegger
Title: Manager

[SIGNATURE PAGE TO AGREEMENT CONCERNING LITIGATION COSTS]

DISTRICT COURT, ARAPAHOE COUNTY, COLORADO	
Court Address: 7325 S Potomac St, Centennial, CO, 80112	
Petitioner(s) PROSPER COORDINATING METROPOLITAN DIST	DATE FILED: November 13, 2018 9:38 AM FILED ID: 008PA2651AB2 CASE NUMBER: 2018CV31304
v.	
Respondent(s) JL GROUP LLC et al.	
△ COURT USE ONLY △	
Case Number: 2018CV31304	
Division: 402 Courtroom:	
Order: Final Rule and Order and Release of Lis Pendens	

The motion/proposed order attached hereto: GRANTED.

Issue Date: 10/27/2018

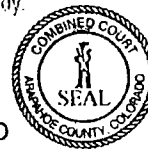


ELIZABETH ANN WEISHAUPL
 District Court Judge

COMBINED COURT
 STATE OF COLORADO }
 ARAPAHOE COUNTY. } ss.

CERTIFIED to be a full, true and correct copy of the original in my custody.

NOV - 6 2018



DATED _____ A.D

SHANA KLOEK

Clerk of the County Court

By Shana Kloek Deputy

with exhibit 1, 5 pages

DISTRICT COURT, ARAPAHOE COUNTY, COLORADO 7325 S. Potomac St., #100 Centennial, Colorado 80112 (303) 649-6355	
Petitioner: PROSPER COORDINATING METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado, v. Respondents: JL GROUP, LLC, a Colorado limited liability company; and SUE SANDSTROM in her capacity as the Treasurer for Arapahoe County.	
	Case Number: 2018CV31304 Division: 402
FINAL RULE AND ORDER AND RELEASE OF LIS PENDENS	

THIS MATTER, coming before the Court upon the Petitioner Prosper Coordinating Metropolitan District's ("Petitioner") Motion for Entry of Final Rule and Order and Release of Lis Pendens, and the other named Respondents that have been served according to C.R.S. § 38-1-103, having not filed objection or having expressly released or disclaimed any interest in the Subject Property, the Court therefore enters the following Final Rule and Order and Release of Lis Pendens:

1. On June 1, 2018, the Petitioner filed its Petition in Condemnation to acquire certain property from the respondents for the installation, construction, operation, maintenance, repair and replacement of certain public improvements, including an emergency access road, and utility and drainage improvements for properties within its service area (the "Project"). The Petitioner is acquiring a parcel containing approximately 0.533 acres in fee simple absolute (the "Subject Property"), which is described in Exhibit 1, attached to the Petition in Condemnation and to this Final Rule and Order, as Exhibit 1.

2. Respondent JL Group, LCC ("Respondent Landowner") is the record holder of fee title to the Subject Property. Respondent Landowner has not answered or otherwise appeared in this case.

3. This Court held an immediate possession hearing on September 7, 2018 ("IP Hearing"). The Petitioner appeared, prepared to present evidence to obtain immediate possession. Respondent Landowner did not appear at the IP Hearing.

4. On September 7, 2018, this Court granted the Petitioner immediate possession of the Subject Property upon the District's deposit of the amount of \$5,000.00, which represents the uncontested appraised fair market value of the Subject Property and just compensation for the acquisition of the

Subject Property. Immediately following the IP Hearing on September 7, 2018, the Petitioner deposited the amount of \$5,000.00 in the Registry of the Court.

5. No party has objected to just compensation for the acquisition of the Subject Property in the amount of Five Thousand Dollars (\$5,000.00), and such just compensation includes full and final settlement of all claims of any type associated with the acquisition, including attorney's fees and costs.

IT IS ORDERED, ADJUDGED AND DECREED:

1. The Subject Property described in the attached Exhibit 1 has been duly and lawfully taken and condemned by Petitioner pursuant to the statutes and the Constitution of the State of Colorado. Title to the Property has been acquired by Petitioner in fee simple absolute, free and clear of any and all claims, rights, title, interests, easements, liens encumbrances, reversionary interests, and rights of entry of the Respondents.

2. Just compensation for the Subject Property is the amount of Five Thousand Dollars (\$5,000.00), and said amount has been deposited by the Petitioner in the Registry of the Court. The amount of just compensation represents the full and final satisfaction and payment of the total just compensation to be paid for the Subject Property.

3. As to Respondent Sue Sandstrom, in her official capacity as the Arapahoe County Treasurer, the amount due and owing for taxes prorated through September 7, 2018, is \$1.20.

4. A certified copy of this Final Rule and Order shall be recorded and indexed in the Office of the Clerk and Recorder of the County of Arapahoe, State of Colorado, in a like manner and with like effect as if it were a Deed of Conveyance from Respondent Landowner to Prosper Coordinating Metropolitan District of the Subject Property described in Exhibit 1.

5. Upon the recording of this Final Rule and Order, the Lis Pendens recorded in the Office of the Clerk and Recorder of the County of Arapahoe County, State of Colorado on June 7, 2018 at Ref: No. D8054792 arising out of the filing of this matter shall be released and superseded by this Final Rule and Order.

6. This Order is deemed a Final Judgment determining just compensation, as defined in C.A.R. 1, and subject to the parties' rights of appeal.

IT IS SO ORDERED.

Signed _____, 2018.

BY THE COURT:

Elizabeth Ann Weishaupl
District Court Judge

EXHIBIT 1

Legal Description:

DATE FILED: October 2, 2018 11:39 AM

A Parcel of Land situated in the Northeast $\frac{1}{4}$ of Section 6, Township 4 South, Range 64 West, of the 6th Principal Meridian, County of Arapahoe, State of Colorado, more particularly described as follows:

Beginning at the East $\frac{1}{4}$ Corner of said Section 6;

Thence S89°25'56"W along the South Line of said Northeast $\frac{1}{4}$ a distance of 41.00 feet;

Thence N00°34'04"W parallel with the East Line of said Northeast $\frac{1}{4}$ a distance of 587.57 feet to a point on the Northerly Line of a parcel of land recorded at Reception No. D6045871, Arapahoe County, Colorado Records;

Thence S44°15'37"E along said Northerly Line a distance of 59.35 feet to the Easterly Line of said parcel and the East Line of said Northeast $\frac{1}{4}$;

Thence S00°34'04"E along said East Line a distance of 545.28 feet to the Point of Beginning.

Parcel Contains (23,224 Square Feet) 0.5331 Acres.

Date Prepared: November 8, 2017
Date of Last Revision: May 30, 2018
Prepared By: Brett L. Miller, PLS No. 27609
For and On Behalf of: Engineering Service Company
14190 East Evans Avenue
Aurora, Colorado 80014
Phone: (303) 337-1393

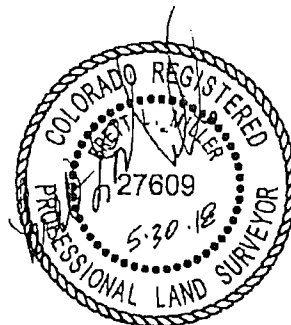
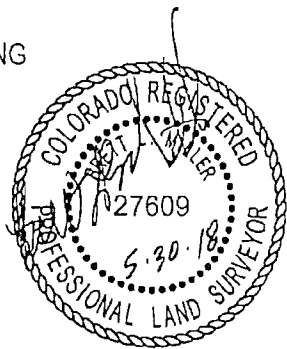
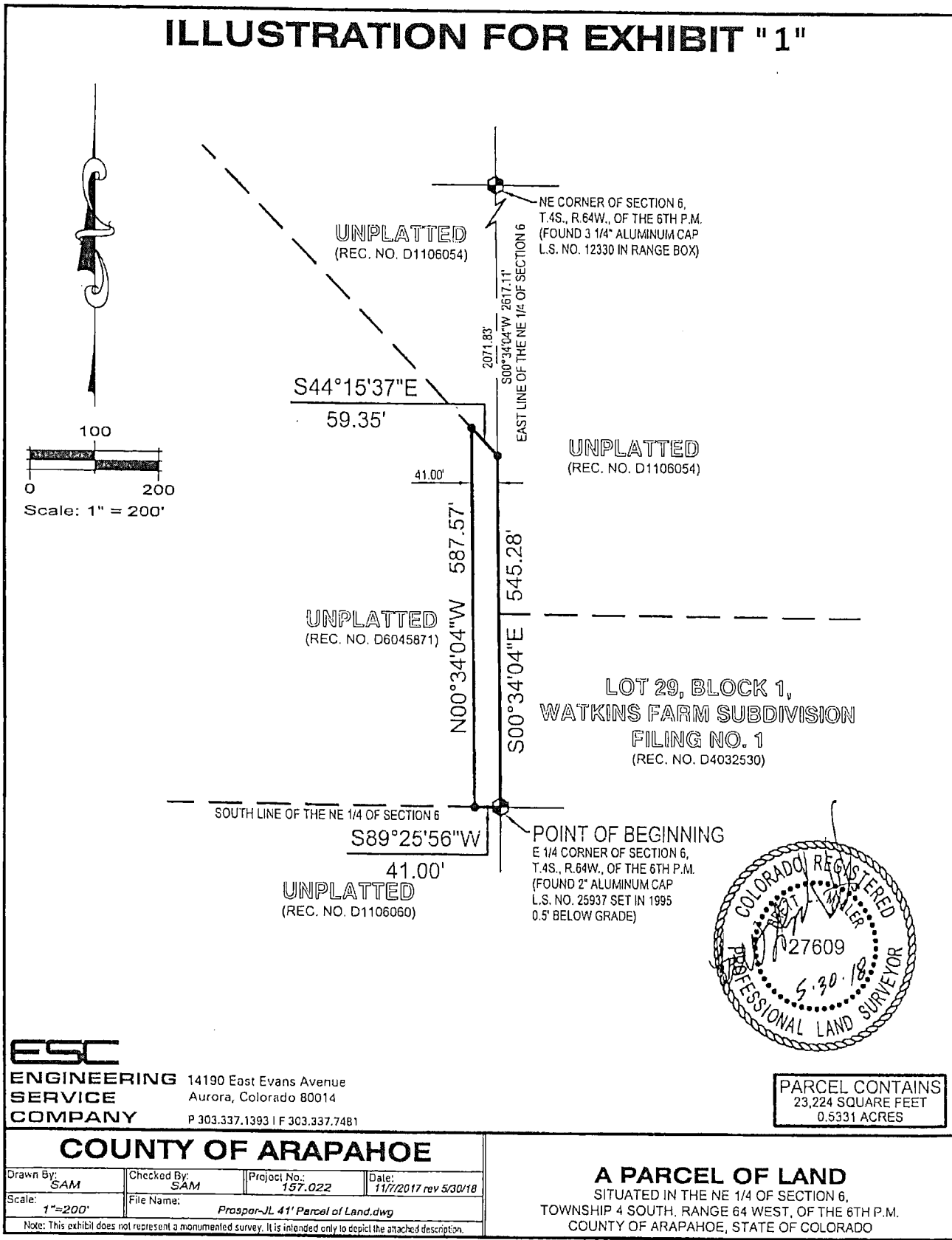


ILLUSTRATION FOR EXHIBIT " 1 "



PARCEL CONTAINS
23,224 SQUARE FEET
0.5331 ACRES

ESC
ENGINEERING SERVICE COMPANY
14190 East Evans Avenue
Aurora, Colorado 80014
P 303.337.1393 | F 303.337.7481

COUNTY OF ARAPAHOE

Drawn By: SAM	Checked By: SAM	Project No.: 157.022	Date: 11/7/2017 rev 5/30/18
Scale: 1"=200'	File Name: Prosper-JL 41' Parcel of Land.dwg		

Note: This exhibit does not represent a monumented survey. It is intended only to depict the attached description.

A PARCEL OF LAND
SITUATED IN THE NE 1/4 OF SECTION 6,
TOWNSHIP 4 SOUTH, RANGE 64 WEST, OF THE 6TH P.M.
COUNTY OF ARAPAHOE, STATE OF COLORADO

**Prosper Coordinating Metro District
Check register**

Date	Payee	Document no.	Amount
	Bank: 44793 - Clearing - Bill.com Clearing		
11/02/2023	44793 - 000036--The Villager Legals		75.66
11/03/2023	44793-000002--VREI		1,200,000.00
11/03/2023	44793 - 000039--Vogel & Associates		150.00
11/03/2023	44793 - 000007--CliftonLarsonAllen, LLP		1,103.29
11/03/2023	44793 - 000007--CliftonLarsonAllen, LLP		2,094.23
11/03/2023	44793 - 000050--Xcel Energy		71.77
11/03/2023	44793 - 000029--Otten Johnson		218.00
11/03/2023	44793 - 000028--McGeady Becher P.C.		7,458.36
11/08/2023	44793 - 000035--T. Charles Wilson Insurance Service		2,475.00
12/27/2023	44793 - 000036--The Villager Legals		65.54
12/28/2023	44793 - 000050--Xcel Energy		145.42
12/28/2023	44793 - 000007--CliftonLarsonAllen, LLP		1,498.88
12/28/2023	44793 - 000038--Visser Precision		15,000.00
12/28/2023	44793 - 000007--CliftonLarsonAllen, LLP		6,469.00
12/28/2023	44793 - 000007--CliftonLarsonAllen, LLP		4,043.03
12/28/2023	44793 - 000011--Dewberry Engineers Inc.		950.00
12/28/2023	44793-000001--TCW Risk Management		595.00
12/28/2023	44793 - 000017--Haynie & Company, Inc.		7,200.00
12/28/2023	44793 - 000028--McGeady Becher P.C.		13,786.92
12/28/2023	44793 - 000029--Otten Johnson		12,027.00
12/28/2023	44793 - 000008--Colorado Special Districts Property & Liability Pool		7,463.00
01/12/2024	44793 - 000036--The Villager Legals		(75.66)
	Total for 44793 - Clearing		<u>1,282,814.44</u>

PROSPER COORDINATING METROPOLITAN DISTRICT
FINANCIAL STATEMENTS
NOVEMBER 30, 2023

**Prosper Coordinating Metro District
Balance Sheet - Governmental Funds
November 30, 2023**

	<u>General</u>	<u>Capital Projects</u>	<u>Total</u>
Assets			
Checking Account	\$ 366,009.84	\$ 23,917.00	\$ 389,926.84
Due from Other Districts	6,268.74	-	6,268.74
Prepaid Insurance	8,058.00	-	8,058.00
Total Assets	<u>\$ 380,336.58</u>	<u>\$ 23,917.00</u>	<u>\$ 404,253.58</u>
Liabilities			
Accounts Payable	\$ 45,325.79	\$ 23,917.00	\$ 69,242.79
Total Liabilities	<u>45,325.79</u>	<u>23,917.00</u>	<u>69,242.79</u>
Fund Balances	<u>335,010.79</u>	-	<u>335,010.79</u>
Liabilities and Fund Balances	<u>\$ 380,336.58</u>	<u>\$ 23,917.00</u>	<u>\$ 404,253.58</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

Prosper Coordinating Metro District
General Fund Statement of Revenues, Expenditures and Changes in
Fund Balances - Budget and Actual
For the Period Ending November 30, 2023

	<u>Amended Budget</u>	<u>Actual</u>	<u>Variance</u>
Revenues			
Interest income	\$ 1,700.00	\$ 1,426.65	\$ 273.35
Other revenue	1,866.00	1,865.85	0.15
Transfers from Prosper Metro No. 3	5,465.00	5,447.73	17.27
Transfers from Prosper Metro No. 4	884,596.00	880,686.12	3,909.88
Transfers from Prosper W&SFD	261,830.00	261,209.08	620.92
Total Revenue	<u>1,155,457.00</u>	<u>1,150,635.43</u>	<u>4,821.57</u>
Expenditures			
Accounting	40,000.00	24,622.87	15,377.13
Auditing	7,200.00	7,200.00	-
Dues and membership	2,975.00	2,975.34	(0.34)
Insurance	19,900.00	22,057.00	(2,157.00)
District management	30,000.00	17,029.31	12,970.69
Legal	40,000.00	21,919.71	18,080.29
Miscellaneous	100.00	205.11	(105.11)
Election	3,973.00	18,167.79	(14,194.79)
Utilities	617.00	686.10	(69.10)
Total Expenditures	<u>144,765.00</u>	<u>114,863.23</u>	<u>29,901.77</u>
Other Financing Sources (Uses)			
Transfers to other fund	(125,500.00)	(1,312,570.22)	1,187,070.22
Repay developer advance	(1,200,000.00)	-	(1,200,000.00)
Total Other Financing Sources (Uses)	<u>(1,325,500.00)</u>	<u>(1,312,570.22)</u>	<u>(12,929.78)</u>
Net Change in Fund Balances	(314,808.00)	(276,798.02)	(38,009.98)
Fund Balance - Beginning	611,808.00	611,808.81	(0.81)
Fund Balance - Ending	<u>\$ 297,000.00</u>	<u>\$ 335,010.79</u>	<u>\$ (38,010.79)</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

SUPPLEMENTARY INFORMATION

Prosper Coordinating Metro District
Capital Projects Fund Schedule of Revenues, Expenditures and Changes in
Fund Balances - Budget and Actual
For the Period Ending November 30, 2023

	<u>Annual Budget</u>	<u>Actual</u>	<u>Variance</u>
Expenditures			
Legal	-	49,132.50	(49,132.50)
Consulting	-	6,826.62	(6,826.62)
Storage	30,000.00	30,000.00	-
Engineering	-	5,210.00	(5,210.00)
Design Costs WWTP	14,375,000.00	21,402.25	14,353,597.75
WWTP Planning and Engineering	150,000.00	-	150,000.00
Total Expenditures	<u>14,555,000.00</u>	<u>112,571.37</u>	<u>14,442,428.63</u>
Other Financing Sources (Uses)			
Repay developer advance	-	(1,200,000.00)	1,200,000.00
Developer advance	13,111,000.00	-	13,111,000.00
Transfers from other funds	928,000.00	1,312,570.22	(384,570.22)
Total Other Financing Sources (Uses)	<u>14,039,000.00</u>	<u>112,570.22</u>	<u>13,926,429.78</u>
Net Change in Fund Balances	(516,000.00)	(1.15)	(515,998.85)
Fund Balance - Beginning	516,000.00	1.15	515,998.85
Fund Balance - Ending	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

PROSPER COORDINATING METROPOLITAN DISTRICT
Schedule of Cash Position
November 30, 2023
Updated as of January 15, 2024

	General Fund	Capital Projects Fund	Total
<u>US Bank - checking</u>			
Balance as of 11/30/23	\$ 366,009.84	\$ 23,917.00	\$ 389,926.84
Subsequent activities:			
12/08/23 - Prosper No. 3 November ptax	29.77	-	29.77
12/08/23 - Prosper No. 4 November ptax	4,811.80	-	4,811.80
12/08/23 - Prosper W&SFD December ptax	1,427.17	-	1,427.17
12/27/23 - Vouchers paid	(65.54)	-	(65.54)
12/28/23 - Vouchers paid	(41,201.25)	(27,977.00)	(69,178.25)
12/28/23 - Transfer between funds	(4,060.00)	4,060.00	-
12/29/23 - Interest income	32.78	-	32.78
01/10/24 - Prosper No. 3 December ptax	22.09	-	22.09
01/10/24 - Prosper No. 4 December ptax	3,571.22	-	3,571.22
01/10/24 - Prosper W&SFD December ptax	1,059.22	-	1,059.22
<i>Total Anticipated Balance</i>	<u>\$ 331,637.10</u>	<u>-</u>	<u>\$ 331,637.10</u>

PROSPER METROPOLITAN DISTRICT NO. 3
Property Taxes Reconciliation
2023

	Current Year									Prior Year			
	Property Taxes	Delinquent Taxes, Rebates and Abatements	Specific Ownership Taxes	Interest	Treasurer's Fees	Due To County	Net Amount Received	% of Total Property Taxes Received		Total Cash Received	% of Total Property Taxes Received		
								Monthly	Y-T-D		Monthly	Y-T-D	
Beg Balance													
January	\$ -	\$ -	\$ 26.25	\$ -	\$ -	\$ -	\$ 26.25	0.00%	0.00%	8.85	0.00%	0.00%	
February	206.99	-	26.58	-	(3.10)	-	230.47	3.98%	3.98%	1,455.31	81.96%	81.96%	
March	-	-	33.37	-	-	-	33.37	0.00%	3.98%	10.10	0.00%	81.96%	
April	1,652.35	-	26.80	-	(24.79)	-	1,654.36	31.73%	35.71%	326.96	18.05%	100.01%	
May	3,347.40	-	30.18	-	(50.21)	-	3,327.37	64.29%	100.00%	8.33	0.00%	100.01%	
June	-	-	27.71	-	-	-	27.71	0.00%	100.00%	8.94	0.00%	100.01%	
July	-	-	28.06	-	-	-	28.06	0.00%	100.00%	8.78	0.00%	100.01%	
August	-	-	32.97	-	-	-	32.97	0.00%	100.00%	11.52	0.00%	100.01%	
September	-	-	27.32	-	-	-	27.32	0.00%	100.00%	9.69	0.00%	100.01%	
October	-	-	30.08	-	-	-	30.08	0.00%	100.00%	9.26	0.00%	100.01%	
November	-	-	29.77	-	-	-	29.77	0.00%	100.00%	10.32	0.00%	100.01%	
December	-	-	-	-	-	-	-	0.00%	100.00%	8.35	0.00%	100.01%	
Total	\$ 5,206.74	\$ -	\$ 319.09	\$ -	\$ (78.10)	\$ -	\$ 5,447.73	100.00%	100.00%	\$ 1,876.41	100.01%	100.01%	

Taxes Levied	% of Levied	Property Taxes Collected	% Collected to Amount Levied
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Property Tax

General Fund	\$ 5,207.00	100.00%	\$ 5,206.74	100.00%
	<u>\$ 5,207.00</u>	<u>100.00%</u>	<u>\$ 5,206.74</u>	<u>100.00%</u>

Specific Ownership Tax

General Fund	\$ 312.00	100.00%	\$ 319.09	102.27%
	<u>\$ 312.00</u>	<u>100.00%</u>	<u>\$ 319.09</u>	<u>102.27%</u>

Treasurer's Fees

General Fund	\$ 78.00	100.00%	\$ 78.10	100.13%
	<u>\$ 78.00</u>	<u>100.00%</u>	<u>\$ 78.10</u>	<u>100.13%</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures, and changes in fund balances - governmental funds have been omitted.

**PROSPER METROPOLITAN DISTRICT NO. 4
Property Taxes Reconciliation
2023**

	Current Year								Prior Year				
	Property Taxes	Delinquent Taxes, Rebates and Abatements	Specific Ownership Taxes	Interest	Treasurer's Fees	Due To County	Net Amount Received	% of Total Property Taxes Received		Total Cash Received	% of Total Property Taxes Received		
								Monthly	Y-T-D		Monthly	Y-T-D	
Beg Balance													
January	\$ -	\$ -	\$ 4,243.11	\$ -	\$ -	\$ -	\$ 4,243.11	0.00%	0.00%	3,155.27	0.00%	0.00%	
February	-	-	4,297.25	-	-	-	4,297.25	0.00%	0.00%	7,335.58	0.59%	0.59%	
March	10.85	-	5,393.71	-	(0.16)	-	5,404.40	0.00%	0.00%	315,094.91	49.56%	50.15%	
April	838,245.87	-	4,332.54	-	(12,573.69)	-	830,004.72	99.60%	99.60%	3,096.67	0.00%	50.16%	
May	581.00	-	4,877.79	-	(8.72)	-	5,450.07	0.07%	99.67%	4,745.72	0.28%	50.44%	
June	-	-	4,478.62	-	-	-	4,478.62	0.00%	99.67%	314,672.40	49.56%	100.00%	
July	-	-	4,535.58	-	-	-	4,535.58	0.00%	99.67%	3,130.20	0.00%	100.00%	
August	2,812.25	-	5,329.65	84.36	(43.45)	-	8,182.81	0.33%	100.00%	4,104.72	0.00%	100.00%	
September	-	-	4,416.19	-	-	-	4,416.19	0.00%	100.00%	3,452.12	0.00%	100.00%	
October	-	-	4,861.57	-	-	-	4,861.57	0.00%	100.00%	3,298.58	0.00%	100.00%	
November	-	-	4,811.80	-	-	-	4,811.80	0.00%	100.00%	3,679.59	0.00%	100.00%	
December	-	-	-	-	-	-	-	0.00%	100.00%	2,974.77	0.00%	100.00%	
Total	\$ 841,649.97	\$ -	\$ 51,577.81	\$ 84.36	\$ (12,626.02)	\$ -	\$ 880,686.12	100.00%	100.00%	\$ 668,740.53	100.00%	100.00%	

Taxes Levied	% of Levied	Property Taxes Collected	
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Property Tax

General Fund	\$ 841,650.00	100.00%	\$ 841,649.97	100.00%
	\$ 841,650.00	100.00%	\$ 841,649.97	100.00%

Specific Ownership Tax

General Fund	\$ 50,499.00	100.00%	\$ 51,577.81	102.14%
	\$ 50,499.00	100.00%	\$ 51,577.81	102.14%

Treasurer's Fees

General Fund	\$ 12,625.00	100.00%	\$ 12,626.02	100.01%
	\$ 12,625.00	100.00%	\$ 12,626.02	100.01%

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures, and changes in fund balances - governmental funds have been omitted.

PROSPER WATER & SANITATION FINANCING METROPOLITAN DISTRICT
Property Taxes Reconciliation
2023

	Current Year									Prior Year			
	Property Taxes	Delinquent Taxes, Rebates and Abatements	Specific Ownership Taxes	Interest	Treasurer's Fees	Due To County	Net Amount Received	% of Total Property Taxes Received		Total Cash Received	% of Total Property Taxes Received		
								Monthly	Y-T-D		Monthly	Y-T-D	
Beg Balance													
January	\$ -	\$ -	\$ 1,258.50	\$ -	\$ -	\$ -	\$ 1,258.50	0.00%	0.00%	939.47	0.00%	0.00%	
February	59.14	-	1,274.56	-	(0.89)	-	1,332.81	0.02%	0.02%	9,460.89	4.48%	4.48%	
March	3.10	-	1,599.77	-	(0.05)	-	1,602.82	0.00%	0.02%	90,070.42	47.56%	52.04%	
April	246,473.00	-	1,285.02	-	(3,697.10)	-	244,060.92	98.73%	98.76%	1,085.94	0.09%	52.13%	
May	2,293.20	-	1,446.74	-	(34.40)	-	3,705.54	0.92%	99.68%	1,467.89	0.31%	52.44%	
June	-	-	1,328.35	-	-	-	1,328.35	0.00%	99.68%	89,944.76	47.56%	99.99%	
July	-	-	1,345.25	-	-	-	1,345.25	0.00%	99.68%	932.01	0.00%	99.99%	
August	803.50	-	1,580.77	24.10	(12.41)	-	2,395.96	0.32%	100.00%	1,222.16	0.00%	99.99%	
September	-	-	1,309.83	-	-	-	1,309.83	0.00%	100.00%	1,027.86	0.00%	99.99%	
October	-	-	1,441.93	-	-	-	1,441.93	0.00%	100.00%	982.14	0.00%	99.99%	
November	-	-	1,427.17	-	-	-	1,427.17	0.00%	100.00%	1,095.58	0.00%	99.99%	
December	-	-	-	-	-	-	-	0.00%	100.00%	885.72	0.00%	99.99%	
Total	\$ 249,631.94	\$ -	\$ 15,297.89	\$ 24.10	\$ (3,744.85)	\$ -	\$ 261,209.08	100.00%	100.00%	\$ 199,114.84	100.00%	100.00%	

Taxes Levied	% of Levied	Property Taxes Collected	
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Property Tax

General Fund	\$ 249,632.00	100.00%	\$ 249,631.94	100.00%
	<u>\$ 249,632.00</u>	<u>100.00%</u>	<u>\$ 249,631.94</u>	<u>100.00%</u>

Specific Ownership Tax

General Fund	\$ 14,978.00	100.00%	\$ 15,297.89	102.14%
	<u>\$ 14,978.00</u>	<u>100.00%</u>	<u>\$ 15,297.89</u>	<u>102.14%</u>

Treasurer's Fees

General Fund	\$ 3,745.00	100.00%	\$ 3,744.85	100.00%
	<u>\$ 3,745.00</u>	<u>100.00%</u>	<u>\$ 3,744.85</u>	<u>100.00%</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures, and changes in fund balances - governmental funds have been omitted.

**PROSPER COORDINATING METROPOLITAN DISTRICT
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

Prosper Coordinating Metropolitan District (the "District"), a quasi-municipal corporation and political subdivision of the State of Colorado was organized by Court Order and Decree of the District Court on June 18, 2015 and is governed pursuant to provisions of the Colorado Special District Act, Title 32, Article I, Colorado Revised Statutes. The District's service area is located in Arapahoe County. The District was organized in conjunction with Prosper Regional Water & Sanitation Service Metropolitan District, Prosper Water & Sanitation Financing Metropolitan District, Prosper Park & Recreation Financing Metropolitan District and Prosper Metropolitan Districts Nos. 1, 2, 3 and 4. The District was established to provide financing for the design, acquisition, installation, construction and completion of public improvements and services, including water, sanitation, streets, safety protection, park and recreation, transportation, television relay and translation and mosquito control improvements and services.

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area, however, as of the date of this budget, the amount and timing of any debt issuances is not determinable.

The District has no employees and all administrative functions are contracted.

The District prepares its budget on the modified accrual basis of accounting in accordance with the requirements of Colorado Revised Statutes C.R.S. 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

Revenues

Net Investment Income

Interest earned on the District's available funds has been estimated based on historical information.

Developer Advances

The District is in the development stage. As such, the operating and administrative expenditures will be mainly funded by the Developer. A major portion of the capital expenditures are also expected to be funded by the Developer. Developer advances are recorded as revenue for budget purposes with an obligation for future repayment when the District is financially able to reimburse the Developer from bond proceeds and other legally available revenue.

Intergovernmental Revenue - Transfers from Other Districts

The District anticipates the collection of taxes in Districts Nos. 3, 4, and the Water & Sanitation Financing District, which will be transferred to fund operations expenditures of the District. The District will coordinate the payment of operations and administrative expenditures for these three districts, as well as the District's own administrative expenditures.

**PROSPER COORDINATING METROPOLITAN DISTRICT
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Expenditures

Administrative and Operating Expenditures

Operating and administrative expenditures include the estimated services necessary to maintain the District's administrative viability such as legal, management, accounting, insurance and meeting expense.

Capital Outlay

Anticipated capital expenditures for 2023 are displayed on the Capital Projects Fund page of the budget.

Debts and Leases

The District has no debt nor any capital and operating lease.

Reserves

Emergency Reserve

The District has provided for an Emergency Reserve equal to at least 3% of fiscal year spending for 2023, as defined under TABOR.