

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
PROSPER METROPOLITAN DISTRICT NO. 1  
(THE "DISTRICT")  
HELD  
AUGUST 22, 2022

A regular meeting of the Board of Directors of the Prosper Metropolitan District No. 1, (referred to hereafter as the "Board") was convened on Monday, August 22, 2022 at 2:00 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

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

#### Also In Attendance Were:

Denise Denslow and Jason Carroll; CliftonLarsonAllen LLP  
MaryAnn McGeady, Esq. and Craig Sorensen; McGeady Becher P.C.  
Ali Renes, Esq.; VREI, Inc.  
Kim Fiore; Independent District Engineering Services, LLC ("IDES")

### ADMINISTRATIVE MATTERS

**Call to Order:** The meeting was called to order at 2:12 p.m.

**Disclosure of Potential Conflicts of Interest:** The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State and to the Board. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. No new conflict disclosures were provided by the Directors. It was noted by Mr. Sorensen that disclosures of potential conflicts of interest were previously filed with the Secretary of State for all directors.

**Quorum, Location/Manner of Meeting, Agenda:** Ms. Denslow confirmed the presence of a quorum. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's board meeting.

Following discussion, and upon motion duly made by Director Sullivan, seconded by Director Smith and, upon vote unanimously carried, the Board

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determined that the meeting would be held by video/telephonic means without any individuals (neither District Representatives nor the General Public) attending in person. Ms. Denslow reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed have been received by taxpaying electors within the District's boundaries.

The Board designated the location for posting of 24-hour meeting notices as on a posting stake within the District boundaries.

Follow discussion, upon a motion duly made by Director Sullivan, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the agenda, as presented.

**Results of cancelled May 3, 2022 Regular Directors' Election:** Mr. Sorensen informed the Board that the regular elections for the 8 active districts and the 6 inactive districts were cancelled, as permitted by statute, as there were not more candidates than seats available. For the 8 active districts, Directors Smith, Sullivan & Wright were each deemed elected to 3-year terms ending in May 2025. For the 6 inactive districts, Directors D'Amico and Fore were each deemed elected to 3-year terms ending in May 2025. Director Fore's seats on all of the districts became vacant upon his passing.

**Board Vacancy due to the passing of Larry Fore:** It was noted that there is now a vacancy on each of the 14 Prosper District boards due to the passing of Director Larry Fore. Director D'Amico indicated there are no plans to fill the vacancies at this time.

**Appointment of Officers:** Following discussion, upon a motion duly made by Director Sullivan, seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Director Wright as Secretary/Treasurer.

**Public Comment:** There were no public comments.

### CONSENT AGENDA

#### **Approval of Minutes of October 25, 2021 Special Meeting:**

Upon a motion duly made by Director Sullivan, seconded by Director Smith and upon vote unanimously carried, the Board approved, or ratified approval of (as appropriate), the Consent Agenda item/action listed above.

### LEGAL MATTERS

**Statutory requirement for establishment of a District website by January 1, 2023:** Mr. Sorensen informed the Board of the statutory requirement for all special districts to have operational websites by January 1, 2023, and to post certain required documents and information thereon. Ms. Denslow and Mr. Sorensen discussed potential options with the Board.

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Following discussion, upon a motion duly made by Director Wright, seconded by Director Smith and, upon vote, unanimously carried, the Board established a committee consisting of Director D'Amico to review proposals for the establishment of a website, select a provider, and execute any necessary documents in connection therewith.

### FINANCIAL MATTERS

**2021 Audit Exemption:** Mr. Carroll informed the Board that the Application for Exemption from Audit for 2021 was signed and filed with the State Auditor before March 30, 2022.

Upon a motion duly made by Director Wright, seconded by Director Smith and, upon a vote, unanimously carried, the Board ratified the approval, execution and filing of the Application for Exemption from Audit for 2021.

### CONSTRUCTION MATTERS

None.

### MANAGER MATTERS

There were no Manager Matters.

### OTHER BUSINESS

There was no other business.

### ADJOURNMENT

Upon a motion duly made, seconded, and, upon vote, unanimously carried, the meeting was adjourned at 2:38 p.m.

Respectfully submitted,

DocuSigned by:

*kari wright*

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Secretary for the Meeting

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Kari wright

Kari.wright@furniturerow.com

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