

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE PRAIRIE SONG
METROPOLITAN DISTRICT NOS. 3-6, 8 & 9
HELD
December 6, 2022

The Special Meeting of the Boards of Directors of Prairie Song Metropolitan District Nos. 3-6 and 8 & 9 were held via teleconference, on Tuesday, December 6, 2022, at 9:30 a.m.

ATTENDANCE

Directors in Attendance:

Patrick McMeekin, President
Landon Hoover, Secretary
Jason Stansberry, Treasurer
Mike Welty, Assistant Secretary

Directors Absent were:

Kara Hoover, Assistant Secretary (Excused)

Also in Attendance:

Robert G. Rogers; White Bear Ankele Tanaka & Waldron,
Andrew Kunkel, Nicole Wing, Kevin Mitts, Doug Campbell,
Brendan Campbell, and Stanley Holder; Pinnacle Consulting
Group, Inc.
Barrett Marrocco and Chase Hanusa; Independent District
Engineering Services

ADMINISTRATIVE
ITEMS

The Special Meeting of the Boards of Directors (collectively, the “Boards”) of Prairie Song Metropolitan District Nos. 3-6, 8 & 9 (collectively, the “District”) was called to order by Director McMeekin at 9:52 a.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director McMeekin noted that a quorum was present. All Board Members confirmed their qualification to serve on the Boards. Mr. Rogers advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. Mr. Rogers reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Rogers inquired into whether the member of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. Additionally, the Board Members determined that the participation of the members’ present was necessary to obtain a quorum or otherwise enable the Boards to act.

RECORD OF PROCEEDINGS

Agenda: The Boards reviewed the agenda. Following review and discussion, upon motion duly made by Director L. Hoover, seconded by Director Welty and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

There were no citizens present and no public comments received.

CONSENT AGENDA

Director McMeekin reviewed the items on the consent agenda with the Boards. Mr. Rogers advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director L. Hoover and seconded by Director Stansberry, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – October 18, 2022, Special Meeting.
 - B. Resolution Calling May 2023 Election.
 - C. 2023 Transparency Notices.
 - D. Declaration of Covenants, Conditions and Restrictions.
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FINANCIAL ITEMS

Payment of Claims: Mr. Campbell presented the Payment of Claims for the period ending November 15, 2022, in the amount of \$124,312.86 to the Boards and answered questions. Following review and discussion, upon motion duly made by Director L. Hoover, seconded by Director Stansberry and, upon vote, unanimously carried, it was

RESOLVED to ratify the Payment of Claims for period ending November 15, 2022, totaling \$124,312.86.

2022 AMENDED
BUDGET HEARING

Director McMeekin opened the public hearing on the 2022 Budget Amendment for District No. 8. It was noted that notice of the hearing was provided in accordance with state budget law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed. The Board for District No. 8 reviewed the amended 2022 budgets, which detailed estimated revenues and expenditures.

Original Adopted General Fund: \$119,250
Amended General Fund: \$126,225

RECORD OF PROCEEDINGS

Following review and discussion, upon motion duly made by Director L. Hoover, seconded by Director Welty and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution of District No. 8 to Amend the 2022 Budget and authorized the District Accounts to file the necessary updates with the required state agencies.

2023 BUDGET HEARING

Director McMeekin opened the public hearing on the proposed 2023 Budgets. It was reported that notice of the budget hearings was provided in accordance with state budget law. No written objections have been received prior to the meeting. There being no public comment, the public hearing was closed. The Boards reviewed the 2023 budget, which detailed estimated revenues, expenditures, and mill levies.

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

RESOLVED to adopt the Resolutions approving the 2023 Budgets for Prairie Song Metropolitan District Nos. 3-6, 8 & 9, appropriating funds therefor, and certifying mills for the general fund, as shown in the 2023 Budget, subject to receipt of final assessed valuation, and approve all other documents related to the adoption of the 2023 Budgets. The District's Manager and Finance and Accounting Manager are authorized to make minor modifications necessary subject to receipt of the final certification of assessed valuation from Weld County.

FINANCIAL ITEMS CONT.

Engagement of 2022 Auditor: Mr. Campbell discussed the services provided by Haynie & Company with the Boards and recommended utilizing this firm to perform the 2022 Audit. Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director L. Hoover and, upon vote, unanimously carried, it was

RESOLVED to engage Haynie & Company to perform the 2022 audits.

ColoTrust Account: Mr. Campbell requested approval to establish a ColoTrust account. Following review and discussion, upon motion duly made by Director L. Hoover, seconded by Director Stansberry and, upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the establishment of a ColoTrust account.

Discuss Operations and Maintenance Fees: Mr. Campbell stated that he anticipates that the Districts will need to implement Operations and Maintenance Fees and requested build-out assumptions from the Boards.

LEGAL ITEMS

2023 Annual Administrative Matters Resolution: Mr. Rogers presented the 2023 Annual Administrative Matters Resolution to the Boards and answered questions. Following review and discussion, upon motion duly made by Director L. Hoover, seconded by Director Welty and, upon vote, unanimously carried, it was

RESOLVED to approve the 2023 Annual Administrative Matters Resolution, as presented.

Resolution regarding Policies and Procedures for Covenant Enforcement: Mr. Rogers presented the Resolution regarding Policies and Procedures for Covenant Enforcement to the Boards and answered questions. Following review and discussion, upon motion duly made by Director L. Hoover, seconded by Director Welty and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution regarding Policies and Procedures for Covenant Enforcement, as presented.

Discussion Regarding Residential Guidelines: Mr. Rogers discussed Residential Guidelines with the Boards. Director McMeekin stated he will submit the Residential Guidelines to legal counsel prior to the next Board meeting.

Amendment to Infrastructure Financing and Reimbursement Agreement with Prairie Song Development, LLC (District No. 4): Mr. Rogers presented the Amendment to Infrastructure Financing and Reimbursement Agreement with Prairie Song Development, LLC (District No. 4) and answered questions. Following review and discussion, upon motion duly made by Director L. Hoover, seconded by Director Welty and, upon vote, unanimously carried, it was

RESOLVED to approve the Amendment to Infrastructure Financing and Reimbursement Agreement with Prairie Song Development, LLC (District No. 4), as presented.

Social Media Policy: Mr. Rogers presented the Social Media Policy to the Boards and answered questions. Following review and discussion,

RECORD OF PROCEEDINGS

upon motion duly made by Director L. Hoover, seconded by Director Welty and, upon vote, unanimously carried it was

RESOLVED to approve the Social Media Policy, as presented.

CAPITAL MANAGER
ITEMS

Addendum to Independent Contractor Agreement with IDES, LLC for Construction Oversight and Cost Certification Services: Mr. Holder presented the Addendum to Independent Contractor Agreement with IDES, LLC for Construction Oversight and Cost Certification Services to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director Welty and, upon vote, unanimously carried, it was

RESOLVED to approve the Addendum to Independent Contractor Agreement with IDES, LLC for Construction Oversight and Cost Certification Services.

Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #1) (District Nos. 4 & 8): Mr. Holder presented the Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #1) (District Nos. 4 & 8) in the amount of \$674,716.67 to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director Welty and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #1) (District Nos. 4 & 8), as presented

Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #2) (District Nos. 4 & 8): Mr. Holder presented the Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #2) (District Nos. 4 & 8) in the amount of \$17,116.46 to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Stansberry, seconded by Director Welty and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #2) (District Nos. 4 & 8), as presented.

RECORD OF PROCEEDINGS

Delegation of Authority to Approve Landscaping and Public Improvement Construction Projects: The Boards discussed delegating authority to approve landscaping and public improvement construction projects to Director McMeekin. Following review and discussion, upon motion duly made by Director L. Hoover, seconded by Director Stansberry and, upon vote, unanimously carried, it was

RESOLVED to approve the delegation of authority to approve landscaping and public improvement construction projects to Director McMeekin.

DISTRICT MANAGER
ITEMS

There were no District Manager Items brought before the Boards.

BOARD MEMBER
ITEMS

There were no Board Member Items brought before the Boards.

OTHER ITEMS

There were no Other Matters brought in front of the Boards.

ADJOURNMENT

Upon motion duly made by Director McMeekin, seconded by Director L. Hoover, the meeting was adjourned at 10:04 a.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above referenced meeting and was approved by the Boards of Directors of Prairie Song Metropolitan District Nos. 3-6, and 8 & 9.

Respectfully submitted,



Nicole Wing, Recording Secretary