

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIESTAR METROPOLITAN DISTRICT NO. 2 HELD MARCH 16, 2022

A Regular Meeting of the Board of Directors (referred to hereafter as "Board") of the PrairieStar Metropolitan District No. 2 (referred to hereafter as "District") was convened on Wednesday, the 16th day of March, 2022, at 5:00 p.m. This District Board meeting was held via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Scott Sarbaugh
Neil Almy
Richard McCabe

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the absences of Directors Jennifer Davis and Kathy Sidney were excused.

Also In Attendance Were:

Matt Cohrs and Peggy Ripko; Special District Management Services, Inc. ("SDMS")

MaryAnn McGeady, Esq., Kate Olson, Esq., and Tim O'Connor, Esq.; McGeady Becher P.C.

Diane Wheeler; Simmons & Wheeler, P.C.

Steve Dazzio; Dazzio & Associates, P.C.

Anton Camarota, Johanna Humphries, Amy Vignocchi, Patricia Baker, and Barb Shaffer; residents

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Cohrs noted that a quorum was present and requested members of the Board 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 in accordance with the statute. Attorney Olson noted that all Directors' Disclosure Statements had been filed.

RECORD OF PROCEEDINGS

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the proposed Agenda for the District's regular meeting.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

Location/Manner of Meeting: 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. The Board determined to hold the meeting by video/telephonic means and encouraged public participation via video or telephone. The Board noted that notice of the time, date and format of the meeting was duly posted and that the District had not received any objections to the format of the meeting, or any requests that the format of the meeting be changed by taxpaying electors within the District boundaries.

Minutes: The Board reviewed Minutes of the November 18, 2021 Special Meeting Minutes.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board approved the Minutes of the November 18, 2021 Special Meeting Minutes.

May 3, 2022 Regular Directors' Election: Mr. Cohrs discussed with the Board the status of the May 3, 2022 Regular Directors' Election. Mr. Cohrs noted that the election has been cancelled as allowed by statute, as there were not more nominations than seats available.

PUBLIC COMMENT

Public Comment: Mr. Camarota asked about the repair of the sidewalks on Country Road and pond operations. Director Sarbaugh responded to Mr. Camarota.

Ms. Shaffer reported to the Board that the 695 Great Plains path to the dog park was not shoveled. She also had questions regarding the new park and trucks going in the alley behind Great Plains. Director Sarbaugh addressed Ms. Shaffer's concerns and indicated that once construction is completed these items will no longer be issues.

Community Liaison Committee Report: Ms. Vignocchi updated the Board that she met with Director Sarbaugh regarding the date when the pool and fitness center will be open and confirmed both will be open for the 2022 season.

Social Events Committee: Director Sarbaugh discussed with the Board the vacancy on the Social Committee. He recommended Fawn Balzer.

RECORD OF PROCEEDINGS

The Board discussed appointing Fawn Balzer to the Social Events Committee.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board appointed Fawn Balzer to the Social Events Committee.

Social Events Committee Report: No report was presented.

The Gardens at PrairieStar Committee Report: Director Sarbaugh and Mr. Cohrs presented the Gardens at PrairieStar Committee Report to the Board and noted the following:

- The Committee would like Panorama Coordinated Services, Inc. to maintain the area outside the Garden along the path from the Garden to the parking area rather than volunteer gardeners.
- Some garden plots were abandoned, and one was not cleaned. The Committee would like to address the Garden's Rules and Regulations.
- The Committee would like to work more collaboratively with the Social Events Committee to better enable exposure in the Community.
- The Committee is interested in increasing its donation goal to the food bank and working with the food bank to get additional volunteers.

**COMMUNITY
GOVERNANCE/
OPERATIONS &
MAINTENANCE
MATTERS**

Covenant Control and Design Review: Ms. Ripko updated the Board regarding the covenant control and design review and noted the following:

- SDMS is conducting the covenant control and design review reports as according to plan.
- The reports will include metrics that track backyard installations. However, Ms. Ripko reported that tracking these installations has been difficult due to privacy considerations.
- Ms. Ripko reported that United Waste Systems is contracted for trash service.
- Ms. Ripko reported that the District will be sending a monthly email blast to its residents, which will include upcoming events and news.

Resolution No. 2022-03-01; Resolution Adopting Rules and Regulations for the Gardens of PrairieStar for the 2022 Growing Season: Attorney Olson discussed with the Board the adoption of Resolution No. 2022-03-01; Resolution Adopting Rules and Regulations for the Gardens of PrairieStar for the 2022 Growing Season.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board adopted Resolution

RECORD OF PROCEEDINGS

No. 2022-03-01; Resolution Adopting Rules and Regulations for the Gardens of PrairieStar for the 2022 Growing Season.

Resolution No. 2022-03-02; Resolution Adopting Fees for the Gardens of PrairieStar for the 2022 Growing Season: Attorney Olson discussed with the Board the Resolution No. 2022-03-02; Resolution Adopting Fees for the Gardens of PrairieStar for the 2022 Growing Season.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-03-02; Resolution Adopting Fees for the Gardens of PrairieStar for the 2022 Growing Season

FINANCIAL MATTERS

Claims: Ms. Wheeler reviewed the claims with the Board. The Board considered ratifying the approval of the payment of claims through the period ending February 17, 2022 as follows:

| | |
|------------------------|---------------------------|
| General Fund: | \$12,463.26 |
| Debt Service Fund: | -0- |
| Capital Projects Fund: | -0- |
| Total: | <u>\$12,463.26</u> |

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board ratified approval of the payment of claims through the period ending February 17, 2022 as presented.

2021 Audit: Ms. Wheeler reviewed the December 31, 2021 unaudited financial statements with the Board, noting that the audited financials are not yet completed.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board accepted the December 31, 2021 unaudited financial statements.

LEGAL MATTERS

Dissolution of PrairieStar Metropolitan District No. 1: The Board discussed and acknowledged the intent of PrairieStar Metropolitan District No. 1 to dissolve and pay the costs associated therewith.

Memorandum of Understanding between PrairieStar Metropolitan District No. 2 and PrairieStar Metropolitan District No. 3 : Attorney Olson reviewed with the Board the Memorandum of Understanding between PrairieStar Metropolitan District No. 2 and PrairieStar Metropolitan District No. 3 regarding PrairieStar Metropolitan

RECORD OF PROCEEDINGS

District No. 3 maintaining a detention pond, pump station, and underground sewer pipe leading to the pump station located within the boundaries of PrairieStar Metropolitan District No. 2.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Memorandum of Understanding between PrairieStar Metropolitan District No. 2 and PrairieStar Metropolitan District No. 3 regarding PrairieStar Metropolitan District No. 3 maintaining a detention pond, pump station, and underground sewer pipe leading to the pump station located within the boundaries of PrairieStar Metropolitan District No. 2.

Partial Assignment of Metropolitan District Duties under the Declaration between PrairieStar Metropolitan District Nos. 2 and 3, with PrairieStar, Inc.:

Attorney Olson reviewed with the Board the Partial Assignment of Metropolitan District Duties under the Declaration between PrairieStar Metropolitan District Nos. 2 and 3, with PrairieStar, Inc. and acknowledging said Partial Agreement.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved and acknowledged the Partial Assignment of Metropolitan District Duties under the Declaration between PrairieStar Metropolitan District Nos. 2 and 3, with PrairieStar, Inc.

Conveyance of Tracts and Public Improvements: Attorney Olson discussed the conveyance of certain tracts and public improvements with the Board.

Title Commitment: Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board acknowledged the Title Commitment for tracts of real property conveyed by PrairieStar, Inc. and accepted by PrairieStar Metropolitan District No. 2.

Letter Agreement between PrairieStar, Inc. and PrairieStar Metropolitan District No. 2: The Board discussed the Letter Agreement between PrairieStar, Inc. and PrairieStar Metropolitan District No. 2 regarding the maintenance reserve.

Following review and discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Letter Agreement between PrairieStar, Inc. and PrairieStar Metropolitan District No. 2 regarding the maintenance reserve.

Special Warranty Deed from PrairieStar, Inc. to PrairieStar Metropolitan District No. 2: The Board considered the approval of the Special Warranty Deed from PrairieStar,

RECORD OF PROCEEDINGS

Inc. to PrairieStar Metropolitan District No. 2 conveying real property (26 tracts) and acknowledge acceptance of same.

Following review and discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Special Warranty Deed from PrairieStar, Inc. to PrairieStar Metropolitan District No. 2 conveying real property (26 tracts) and acknowledge acceptance of same.

Bill of Sale: The Board considered the approval of the Bill of Sale conveying public improvements from PrairieStar, Inc. to PrairieStar Metropolitan District No. 2.

Following review and discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Bill of Sale conveying public improvements from PrairieStar, Inc. to PrairieStar Metropolitan District No. 2.

License Agreement between PrairieStar Metropolitan District No. 2 and PrairieStar, Inc.: The Board considered the approval of the License Agreement between PrairieStar Metropolitan District No. 2 and PrairieStar, Inc. granting access to property owned by PrairieStar Metropolitan District No. 2 for the completion of landscaping improvements.

Following review and discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the License Agreement between PrairieStar Metropolitan District No. 2 and PrairieStar, Inc. granting access to property owned by PrairieStar Metropolitan District No. 2 for the completion of landscaping improvements.

OTHER MATTERS

Director Sarbaugh requested that the Board discuss revising the Design Guidelines at the next Board meeting, as there are discrepancies between current Design Guidelines and the Town Code of the Town of Berthoud (“Town Code”), resulting in numerous provisions in the District’s Design Guidelines that are unenforceable

Director Sarbaugh suggested that the Board discuss the new Town Code provisions that establish water saving features policies and determine how these provisions apply to the District.

Director Sarbaugh requested that the newly seated Board at the June 15, 2022 meeting discuss replacing PrairieStar, Inc as the Authorized Entity under the District’s covenants.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, and the meeting was adjourned.

Respectfully submitted,

By  _____
Secretary for the Meeting