

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIESTAR METROPOLITAN DISTRICT NO. 1 HELD JUNE 16, 2021

A Special Meeting of the Board of Directors (referred to hereafter as "Board") of the PrairieStar Metropolitan District No. 1 (referred to hereafter as the "District") was convened on Wednesday, the 16th day of June, 2021, at 5:00 P.M. Due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held by video/telephone conference with all participants attending via video/teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Scott Sarbaugh
Neil Almy
Richard McCabe

Also In Attendance Were:

Matt Cohrs and Peggy Ripko; Special District Management Services, Inc.
Kate Olson, Esq. and Tim O'Connor, Esq.; McGeady Becher P.C.
Diane Wheeler; Simmons & Wheeler, P.C.
Steve Dazzio; Dazzio & Associates, P.C.
Amy Vignocchi, Patty Baker and Anton Camarota; District No. 2 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.

ADMINISTRATIVE MATTERS

Agenda: Mr. Cohrs distributed for the Board's review and approval a proposed Agenda for the District's special meeting.

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

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 that, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the meeting would be held by video/telephonic means and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location/manner of the meeting was duly posted and that the District had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries.

Minutes: The Board reviewed Minutes of the March 17, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Sarbough, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Minutes of the March 17, 2021 Special Meeting.

PUBLIC COMMENT

Note to reader: Pursuant to the Joint Resolution between District No. 1 and No. 2 regarding adoption of Policies and Procedures Governing the Enforcement of the Protective Covenants of PrairieStar - District No. 1 is the Operating District and District No. 2 is the Taxing District. It is the intent that District No. 2 provide covenant enforcement services and that District No. 1 provide all improvements and perform all services on behalf of the Districts.

Public Comment: Mr. Camarota presented questions about PrairieStar Metropolitan District No. 3's ("District No. 3") construction and current financing.

Director Sarbough explained to Mr. Camarota that District No. 3 is financed and operated separately from PrairieStar Metropolitan District Nos. 1 and 2.

FINANCIAL MATTERS

Payment of Claims: The Board reviewed and considered ratifying the payment of claims as follows:

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Fund	Period Ending April 23, 2021	Period Ending May 25, 2021
General	\$ 16,948.15	\$ 20,230.20
Debt	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-
Total	\$ 16,948.15	\$ 20,230.20

Following review and discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

Unaudited Financials: Ms. Wheeler presented to the Board the unaudited financial statements through the period ending March 31, 2021.

Following review and discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board accepted the unaudited financial statements through the period ending March 31, 2021, as presented.

2020 Audit: Mr. Dazzio reviewed the 2020 Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the 2020 Audited Financial Statements and authorized execution of the Representations Letter, subject to Legal Counsel review and assets being finalized.

LEGAL MATTERS

Dissolution of PrairieStar Metropolitan District No. 1: Director Sarbaugh discussed the next steps for the dissolution of the District and transitioning the management and financial operations to District No. 2, so it may operate independently.

OTHER MATTERS


There were no other matters presented.

ADJOURNMENT

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

Respectfully submitted,

By _____


Secretary for the Meeting

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MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIESTAR METROPOLITAN DISTRICT NO. 1 HELD SEPTEMBER 15, 2021

A Special Meeting of the Board of Directors (referred to hereafter as "Board") of the PrairieStar Metropolitan District No. 1 (referred to hereafter as "District") was convened on Wednesday, the 15th day of September, 2021, at 5:00 P.M. Due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held by video/telephone conference. There was at least one person present at the posted physical location at 1180 Little Branch Lane, Berthoud, Colorado 80513. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Scott Sarbaugh
Neil Almy
Jennifer Davis
Richard McCabe
Kathy Disney

Also In Attendance Were:

Matt Cohrs and Peggy Ripko (for a portion of the meeting); Special District Management Services, Inc.

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

Diane Wheeler; Simmons & Wheeler, P.C.

Keenan Rice; MuniCap, Inc.

Anastasia Khokhryakova, Esq., and Ethan Anderson, Esq., Ballard Spahr LLP

Ryan Arnold; PrairieStar, Inc.

Amy Vignocchi, Patty Baker, Anton Camarota, Cheryl, Andy Perry; 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

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applicable disclosures made by the Board members in accordance with the statute. Attorney McGeady noted that all Directors' Disclosure Statements had been filed.

ADMINISTRATIVE MATTERS

Agenda: Mr. Cohrs distributed for the Board's review and approval a proposed Agenda for the District's special meeting.

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

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 that, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the meeting was held by video/telephonic means and encouraged public participation via video or telephone. There was at least one person present at the physical location as posted. The Board noted that notice of the time, date and location/format of the meeting was duly posted and that the District had not received any objections to the location/format of the meeting, or any requests that the location/format of the meeting be changed by taxpaying electors within the District boundaries.

PUBLIC COMMENT

Note to reader: Pursuant to the Joint Resolution between District No. 1 and No. 2 regarding adoption of Policies and Procedures Governing the Enforcement of the Protective Covenants of PrairieStar - District No. 1 is the Operating District and District No. 2 is the Taxing District. It is the intent that District No. 2 provide covenant enforcement services and that District No. 1 provide all improvements and perform all services on behalf of the Districts.

Public Comment: Mr. Camarota requested that the District engage the Town of Berthoud (the "Town") to address snow removal from the public streets.

FINANCIAL MATTERS

Payment of Claims: Ms. Wheeler reviewed the claims in the amount of \$14,599.76 with the Board. Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board ratified approval of the payment of claims as presented.

Unaudited Financials: Ms. Wheeler presented to the Board the unaudited financial statements through the period ending June 30, 2021.

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Following review and discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board accepted the unaudited financial statements through the period ending June 30, 2021.

Public Hearing on 2021 Budget Amendment: The President opened the public hearing to consider the proposed 2021 Budget Amendment.

It was noted that a Notice stating that the Board would consider amending the 2021 Budget, along with the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

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

Ms. Wheeler reviewed the proposed 2021 Budget Amendment with the Board. Following discussion, the Board considered the adoption of the Resolution No. 2021-09-01 Amending the 2021 Budget. Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy, and upon vote unanimously carried, the Board adopted Resolution No. 2021-09-01, as discussed, and authorized the filing of same with the Division of Local Government.

LEGAL MATTERS

Termination of Multiple-Year Operation Funding Agreement between PrairieStar Metropolitan District No. 1 and PrairieStar, Inc.: Attorney McGeady discussed the Termination of the Multiple-Year Operation Funding Agreement between the District and PrairieStar, Inc., noting this termination would be effective coincident with issuance of PrairieStar Metropolitan District No. 2's 2021 Bonds ("District No. 2 2021 Bonds").

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board approved the Termination of the Multiple-Year Operation Funding Agreement between the District and PrairieStar, Inc., coincident with the issuance of the District No. 2 2021 Bonds.

Termination of Facilities Funding and Acquisition Agreement between PrairieStar Metropolitan District No. 1 and PrairieStar, Inc.: Attorney McGeady discussed the Termination of the Facilities Funding and Acquisition Agreement between the District and PrairieStar, Inc., noting this termination would be effective coincident with issuance of the District No. 2 2021 Bonds.

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

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Termination of the Facilities Funding and Acquisition Agreement between the District and PrairieStar, Inc., coincident with the issuance of the District No. 2 2021 Bonds.

Termination of Memorandum of Understanding among PrairieStar Metropolitan District Nos. 1, 2, 3 and 4: Attorney McGeady discussed the Termination of the Memorandum of Understanding among PrairieStar Metropolitan District Nos. 1, 2, 3 and 4.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board approved the Termination of the Memorandum of Understanding among PrairieStar Metropolitan District Nos. 1, 2, 3 and 4 and acknowledged PrairieStar Metropolitan District No. 4's President's support of the Termination.

Termination of Facilities Funding, Construction and Operations Agreement by and among PrairieStar Metropolitan District Nos. 1, 2 and 3: Attorney McGeady discussed the Termination of the Facilities Funding, Construction, and Operations Agreement by and among PrairieStar Metropolitan District Nos. 1, 2 and 3, noting this termination would be effective coincident with issuance of the District No. 2 2021 Bonds.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, with Director Davis abstaining, the Board approved the Termination of the Facilities Funding, Construction, and Operations Agreement by and among PrairieStar Metropolitan District Nos. 1, 2 and 3, coincident with the issuance of the District No. 2 2021 Bonds.

Fulfillment of obligations under that certain Inclusion Agreement by and among PrairieStar Metropolitan District Nos. 1 and 2 and PrairieStar, Inc.: Attorney McGeady discussed the obligations under that certain Inclusion Agreement among PrairieStar Metropolitan District Nos. 1 and 2 and PrairieStar, Inc., as amended (the "Inclusion Agreement").

Following discussion, the Board acknowledged fulfillment of its obligations under the Inclusion Agreement, coincident with the issuance of the District No. 2 2021 Bonds and distribution of reimbursement to PrairieStar, Inc.

Dissolution of PrairieStar Metropolitan District No. 1: Attorney McGeady and Director Sarbaugh discussed how the District presently performs all operations, maintenance, administration and project management services and the plan is to dissolve the District and have PrairieStar Metropolitan District No. 2 take on these responsibilities.

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Termination and/or Assignment and Assumption of that certain Service Agreement for Trash and Recycling Services between PrairieStar Metropolitan District No. 1 and United Waste Systems: Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Termination of the Service Agreement for Trash and Recycling Services between the District and United Waste Systems (the “Trash Agreement”) and/or the Assignment and Assumption of the Trash Agreement from the District to District No. 2.

Termination of Engagement with Altitude Community Law P.C. (f/k/a HindmanSanchez P.C.): Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Notice of Termination of Engagement with Altitude Community Law P.C.

Termination of Engagement with Special District Management Services, Inc. for District Management Services: Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Termination of the Engagement with Special District Management Services, Inc., coincident with the District’s dissolution.

Termination of Service Agreement for Independent Engineering and Cost Certification Services with Ranger Engineering, LLC: Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Termination of the Service Agreement for Independent Engineering and Cost Certification Services with Ranger Engineering, LLC.

Termination of Engagement with Simmons & Wheeler, P.C. for Accounting Services: Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Notice of Termination of Engagement with Simmons & Wheeler, P.C. for Accounting Services, coincident with the District’s dissolution.

Termination of Intergovernmental Agreement between PrairieStar Metropolitan District No. 1 and the Town of Berthoud, Colorado: Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Termination of Intergovernmental Agreement with the Town and authorized District Counsel to present the Termination to the Town for consideration.

Resolution Regarding Dissolution: The Board reviewed Resolution No. 2021-09-02 Regarding Dissolution. Following discussion, upon motion duly made by Director

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Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-09-02 Regarding Dissolution and authorized District Counsel to take all necessary actions in connection therewith.

Resolution of PrairieStar Metropolitan District Nos. 2 and 3 Acknowledging Dissolution of PrairieStar Metropolitan District No. 1: Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board recognized the Resolution of the Boards of Directors of PrairieStar Metropolitan District Nos. 2 and 3 Acknowledging the Dissolution of the District.


OTHER MATTERS

There were no other matters presented.

ADJOURNMENT

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

Respectfully submitted,

By  _____
Secretary for the Meeting