

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIESTAR METROPOLITAN DISTRICT NO. 2 HELD SEPTEMBER 15, 2021

A Special 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 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, as amended.

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 to address snow removal from the public streets.

Community Liaison Committee Report:

Community Liaison Committee Report: Ms. Vignocchi provided the Community Liaison Committee Report to the Board.

Social Events Committee: Ms. Vignocchi discussed the need to appoint a second Social Events Committee member. The Board deferred this appointment to the November 18, 2021 Board Meeting.

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Social Events Committee Report: Ms. Vignocchi provided a report to the Board.

The Gardens at PrairieStar Committee Report: Ms. Baker reported that the Garden is going very well, and nearly all participants are taking great care of their assigned plots. The Community is happy with the project and have delivered a harvest of over 225 pounds to the local food bank to date.

COMMUNITY GOVERNANCE / OPERATIONS & MAINTENANCE MATTERS

Covenant Control and Design Review: Ms. Ripko reported on the status of Covenant Control and Design Review to the Board.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, the Board approved the Protective Covenants Enforcement Policy of PrairieStar, subject to final review by District Counsel and Special Counsel.

Trash and Recycling Services: Ms. Ripko discussed the assignment and assumption of the current Service Agreement for Trash and Recycling Services between PrairieStar Metropolitan District No. 1 and United Waste Systems to the District.

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

Engagement of Altitude Community Law P.C.: Ms. Ripko advised the Board that the District has a current engagement with Altitude Community Law P.C. for Covenant Enforcement Legal Services. No action taken.

FINANCIAL MATTERS

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-

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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. 2021-109-01, as discussed, and authorized the filing of same with the Division of Local Government.

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

LEGAL MATTERS

Resolution authorizing the issuance of Limited Tax General Obligation Refunding and Improvement Bonds, Series 2021A and the Subordinate Limited Tax General Obligation Bonds, Series 2021B: Attorney Khokhryakova and Mr. Rice reviewed with the Board the resolution authorizing the issuance of the District's Limited Tax General Obligation Refunding and Improvement Bonds, Series 2021A and the Subordinate Limited Tax General Obligation Bonds, Series 2021B in the aggregate principal amount of not to exceed \$22,335,000. They further discussed the Indentures of Trust, bond purchase agreement, placement agent agreement, and other related documents with the Board.

Following review and discussion, upon motion duly made by Director McCabe, seconded by Director Davis and, upon vote, unanimously carried, the Board adopted a resolution authorizing the issuance of the District's Limited Tax General Obligation Refunding and Improvement Bonds, Series 2021A and the Subordinate Limited Tax General Obligation Bonds, Series 2021B in the aggregate principal amount of not to exceed \$22,335,000, authorized the execution of Indentures of Trust, a bond purchase agreement, a placement agent agreement, and other related documents; ratified and confirmed the execution of certain documents; made determinations and findings as to other matters related to such transaction; authorized incidental actions; and repealed prior inconsistent actions. The Board further appointed Director Sarbaugh as the Authorized Delegate and District Representative, with Director McCabe as first alternate and Director Almy as second alternate, under the documents approved above.

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.

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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's 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's 2021 Bonds and distribution of reimbursement to PrairieStar, Inc.

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 2021 Bonds and distribution of reimbursement to PrairieStar, Inc.

Multiple-Year Operation Funding Agreement: Attorney McGeady reviewed the Multiple-Year Operation Funding Agreement between the District and PrairieStar, Inc. with the Board.

Following discussion, upon motion duly made by Director Almy, seconded by Director Sarbaugh and, upon vote, unanimously carried, the Board approved the Multiple-Year Operation Funding Agreement between the District and PrairieStar, Inc.

Resolution 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 adopted

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Resolution No. 2021-09-02; Resolution of the Boards of Directors of PrairieStar Metropolitan District Nos. 2 and 3 Acknowledging the Dissolution of PrairieStar Metropolitan District No. 1.

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