

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF PIONEER METROPOLITAN DISTRICT NO. 3 HELD DECEMBER 6, 2022

A Special Meeting of the Board of Directors of the Pioneer Metropolitan District No. 3 (the “District”) was held in accordance with applicable statutes of the State of Colorado on Tuesday, December 6, 2022 at 3:00 p.m. This meeting was held via teleconference. The meeting was open to the public

ATTENDANCE

Directors in attendance were:

Joel Farkas (President)

Toni Serra (Treasurer)

Also present were:

Paula Williams, Esq., Jay Morse, Esq. and Lisa Jacoby; McGeady Becher P.C.

Paul Wilson; CliftonLarsonAllen LLP (“CLA”)

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Ms. Jacoby confirmed a quorum and discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board to the Secretary of State. 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. Ms. Jacoby noted that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Agenda: The Board reviewed the Agenda for the District’s Special Meeting.

Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the Agenda as amended.

FINANCIAL
MATTERS

Approval of Meeting Location and Posting of Notices: 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 Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board determined to meet by electronic means. Ms. Jacoby noted that notice of this meeting, including participation information, was duly posted and that she had not received any objections to the meeting format or any requests that the meeting be changed by taxing electors within the District's boundaries.

Public Comment: There were no public comments.

Unaudited Financial Statements and Cash Position: Mr. Wilson presented the Financial Statements and Cash Position for the period ending September 30, 2022, updated as of November 21, 2022.

Following review, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board accepted the Financial Statements and Cash Position for the period ending September 30, 2022, updated as of November 21, 2022.

Rescission of Resolution No 2022-11-02 to Adopt 2023 Budget and Resolution No. 2022-11-03 to Set Mill Levies: Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board rescinded adoption of Resolution Nos. 2022-11-02 and 2022-11-03 approved at the November 21, 2022 Board Meeting.

2022 Budget Amendment Hearing: The President opened the public hearing to consider a 2022 Budget Amendment and to discuss related issues.

It was noted that publication of Notice stating that the Board would consider a 2022 Budget Amendment and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board adopted Resolution No. 2022-12-01 to Amend the 2022 Budget and appropriate sums of money.

2023 Budget Hearing: The President opened the public hearing to consider the proposed 2023 Budget and discuss related issues. It was noted that Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was published in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. No public comments were received, and the public hearing was closed.

The Board reviewed the estimated 2022 expenditures and the proposed 2023 expenditures.

Upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the 2023 Budget, and considered adoption of Resolution No. 2022-12-02 to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution No. 2022-12-03 to Set Mill Levies (10.000 mills in the General Fund, 50.141 mills in the Debt Service Fund and 5.014 mills for the Regional Mill Levy, for a total mill levy of 65.155 mills.) Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Resolutions were adopted, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2022. The District Accountant was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Weld County not later than December 15, 2022. District Counsel was authorized to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2023.

Resolution Authorizing Adjustment of District Mill Levy: Following discussion, the Board adopted Resolution No. 2022-12-04; Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare and a Director to sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties. Following discussion, upon motion duly made by Director Serra, seconded by Director Farkas, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and authorized any Director to sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties.

LEGAL MATTERS

Pioneer Annexation Nos. 1-11 by and between the Town of Keenesburg, Colorado; Pioneer Holdco, LLC; Resource Colorado Water and Sanitation Metropolitan District; Pioneer Metropolitan District No. 3 and the CAB: This matter was deferred.

OTHER BUSINESS

Cancellation or Confirmation of a Quorum for the December 19, 2022 Regular Board Meeting: A quorum was confirmed for the December 19, 2022 Board Meeting should the meeting be determined necessary.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned.

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meetings.

Lisa Jacoby

Secretary for the meeting