

**MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF
PIONEER METROPOLITAN DISTRICT NO. 3
HELD
MAY 20, 2024**

A Regular Meeting of the Board of Directors (the “Board”) of the Pioneer Metropolitan District No. 3 (the “District”) was held in accordance with applicable statutes of the State of Colorado on Monday, May 20, 2024, at 2:00 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., Eric Trout, Esq. and Lisa Jacoby; McGeady Becher P.C.
Paul Wilson; CliftonLarsonAllen LLP (“CLA”)
Andrew Gattens; Independent District Engineering Services, LLC (“IDES”)
Ned Skoglund; member of the public
Barry Fehr; member of Pioneer Community Authority Board

ADMINISTRATIVE MATTERS

Confirmation of Quorum:

Ms. Jacoby confirmed a quorum with Directors Farkas and Serra in attendance.

Following discussion the Board determined to continue the meeting to 5:00 p.m.

Continued Board Meeting and Confirmation of Quorum:

The Board reconvened the meeting at 5:00 p.m. and Ms. Jacoby confirmed a quorum with Directors Farkas and Serra in attendance.

Directors in Attendance Were:

Joel Farkas, President
Toni Serra, Treasurer

Also Present Were:

Paula Williams, Esq., Eric Trout, Esq., and Lisa Jacoby; McGeady Becher P.C.
Paul Wilson; CliftonLarsonAllen LLP
Andrew Gattens; Independent District Engineering Services, LLC (“IDES”)
Ned Skoglund; member of the public

Disclosure of Potential Conflicts of Interest:

Ms. Jacoby 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 (the “Directors”) 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 Directors 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 Continued Regular Meeting. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra and, upon vote unanimously carried, the Board approved the Agenda.

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. Notice of this meeting, including the date, time and location, including participation information, was duly posted and no tax paying electors within the District’s boundaries objected or requested that the means of hosting the meeting be changed.

Public Comment:

There were no public comments.

Minutes of the March 18, 2024 Regular Meeting:

Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the Minutes of the March 18, 2024 Regular Meeting.

LEGAL MATTERS / PROJECT MATTERS

Tallgrass North Pond Hydrant off CR 55 Keenesburg (2N 64W S15, Parcel #130515200016) and Non-Exclusive Easement Agreement dated June 3, 2021, by and between the District and Tallgrass Colorado Water, LLC:

Temporary Right of Way Easement Tallgrass/North Pond to Oxy Hydrant, between the District and Elevate Energy Services:

Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the Temporary Right of Way Easement Tallgrass/North Pond to Oxy Hydrant, between the District and Elevate Energy Services.

Public Service Company of Colorado v. Pioneer Holdco, LLC, et. al., Case No. 2024CV30307, District Court, Weld County Colorado (the “Condemnation Lawsuit”):

Executive Session:

The Board determined no executive session was necessary.

Engagement of Waas Campbell Rivera Johnson & Valasquez LLP:

Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the engagement of Waas Campbell Rivera Johnson & Valasquez LLP as condemnation counsel.

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

Director Farkas reported that Pioneer Annexation Nos. 1-11 by and between the Town of Keenesburg, CO; Pioneer Holdco, LLC; Resource Colorado Water and Sanitation Metropolitan District, Pioneer Metropolitan District No. 3, and the CAB, was approved awaiting final signatures from the Town of Keenesburg.

Amended and Restated Annexation and Vested Property Rights Agreement (Pioneer Annexation Nos. 1-11):

Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the Amended and Restated Annexation and Vested Property Rights Agreement (Pioneer Annexation Nos. 1-11) by and between the Town of Keenesburg, Pioneer Holdco, LLC, Resource Colorado Water and Sanitation Metropolitan District, Pioneer Metropolitan District No. 3 and the CAB.

Mr. Wilson was directed to process payment of fees to the Town of Keenesburg promptly.

OTHER BUSINESS

Confirmation of a Quorum for the June 17, 2024, Regular Meeting:

The Board confirmed a quorum for the June 17, 2024, regular meeting.

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